


STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT <input type="checkbox"/>							
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER LC Tribal 13H-30-46							
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT ALTAMONT							
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME							
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164							
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 2OG0005500			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')							
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Uintah and Ouray			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input checked="" type="checkbox"/>							
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		654 FSL 686 FEL		SESE		30		4.0 S		6.0 W		U	
Top of Uppermost Producing Zone		663 FSL 1258 FEL		SESE		30		4.0 S		6.0 W		U	
At Total Depth		700 FSL 700 FWL		SWSW		30		4.0 S		6.0 W		U	
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 700			23. NUMBER OF ACRES IN DRILLING UNIT 640							
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 5605			26. PROPOSED DEPTH MD: 9414 TVD: 5753							
27. ELEVATION - GROUND LEVEL 7451			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180							
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight		
Cond	26	16	0 - 80	65.0	Unknown	8.8	No Used		0	0.0	0.0		
Surf	12.25	9.625	0 - 1700	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		220	3.16	11.0		
							Halliburton Premium , Type Unknown		210	1.17	15.8		
I1	8.75	7	0 - 6080	23.0	P-110 LT&C	9.2	Unknown		270	3.14	11.0		
							Unknown		150	1.42	13.5		
L1	6.125	4.5	0 - 9414	11.6	P-110 LT&C	9.5	No Used		0	0.0	0.0		
ATTACHMENTS													
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES													
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN							
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER							
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP							
NAME Venessa Langmacher				TITLE Senior Permit Analyst				PHONE 303 312-8172					
SIGNATURE				DATE 03/23/2012				EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43013513210000				APPROVAL  Permit Manager									

DRILLING PLAN

BILL BARRETT CORPORATION

LC Tribal 13H-30-46

SHL: SE SE, 654' FSL and 686' FEL, Section 30, T4S-R6W

BHL: SW SW, 700' FSL and 700' FWL, Section 30, T4S-R6W

Duchesne Co., UT

Bill Barrett Corporation (BBC) intends to drill a horizontal through the prospective zone within the Uteland Butte.

1 - 3. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

HORIZONTAL LEG FORMATION TOPS

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Green River	1,863'	1,863'
Surface casing	1,700'	1,700'
Mahogany	2,558'	2,558'
TGR3	3,638'	3,638'
Douglas Creek	4,443'	4,443'
3 PT Marker	4,813'	4,813'
Black Shale Facies	5,153'	5,153'
Castle Peak	5,476'	5,463'
*Uteland Butte	5,864'	5,713'
TD	9,414'	5,753'

*PROSPECTIVE PAY

The Uteland Butte is the primary objective for oil/gas.

Base of Useable Water = 2,100'

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
12-1/4"	surface	1,700'	9 5/8"	36.0 ppf	J or K 55	ST&C	New
8 3/4"	surface	6,080'	7"	23.0 ppf	P-110	LT&C	New
6 1/8"	surface	9,414'	4 1/2" Liner with 4-1/2" Tieback for frac	11.6 ppf	P-110	LT&C	New

Drilling Plan
LC Tribal 13H-30-46
Duchesne Co., UT

5. Cementing Program

9 5/8" Surface Casing	Lead with approximately 220 sx Halliburton Light Premium cement with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx). TOC @ Surface Tail with 210 sx Premium 14.8 ppg (yield = 1.36 ft ³ /sx) calculated hole volume with 75% excess. TOC @ 1,200' Top out cement, if required: 100 sx of Premium cement with additives mixed at 15.8 ppg (yield = 1.17 ft ³ /sk)
7" Intermediate Casing	Lead with approximately 270 sx Tune Light cement with additives, mixed at 11.0 ppg (yield = 3.14 ft ³ /sx). TOC @ 1,200' Tail with approximately 150 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). TOC @ 4,180'
4 1/2" Liner with 4-1/2" Tieback to surface	No cement will be used in this section. Swell packers will be run to isolate the production hole from the intermediate casing section.
Note: Top of Tail cement for the intermediate string will be calculated to 1000' above the KOP using gauge hole plus 50% excess. Lead to 200' inside of surface casing.	

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 1,700'	8.4 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,700' – 6,080'	8.9 – 9.2	26 - 36	NC	Fresh Water with sweeps
6,080' – TD	9.0 – 9.5	45 – 58	4 – 10	Fresh Water PHPA
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,700'	No pressure control required
1,700' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up to operate most efficiently in this manner.	

Drilling Plan
LC Tribal 13H-30-46
Duchesne Co., UT

8. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

9. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD with GR as needed to land wellbore;
WL Logging	None in intermediate
Note: FMI and CAL may be run on the lateral portion of the horizontal wellbore at the geologist's discretion.	

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 2841 psi* and maximum anticipated surface pressure equals approximately 1576 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22 x TD)

11. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

12. Drilling Schedule

Location Construction: November 2012
Spud: November 2012
Duration: 25 days drilling time
25 days completion time

Well name:	BTR/LC HZ Well
Operator:	BBC
String type:	Surface
Location:	Utah

Design parameters:**Collapse**

Mud weight: 8.900 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 96 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft
Minimum Drift: 8.750 in
Cement top: Surface

Burst

Max anticipated surface pressure: 527 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 857 psi

Annular backup: 9.50 ppg

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Non-directional string.

Tension is based on buoyed weight.
Neutral point: 1,302 ft

Re subsequent strings:

Next setting depth: 4,697 ft
Next mud weight: 9.500 ppg
Next setting BHP: 2,318 psi
Fracture mud wt: 11.000 ppg
Fracture depth: 1,500 ft
Injection pressure 857 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	1500	9.625	36.00	K-55	ST&C	1500	1500	8.765	106.8

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	693	2020	2.913	527	3520	6.68	47	423	9.02 J

Bill Barrett

Date: June 23, 2011
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 1500 ft, a mud weight of 8.9 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	BTR/LC HZ Well
Operator:	BBC
String type:	Intermediate
Location:	Utah

Design parameters:**Collapse**

Mud weight: 9.500 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 161 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,500 ft
Minimum Drift: 6.125 in
Cement top: 11 ft

Burst

Max anticipated surface pressure: 1,683 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 3,036 psi

Annular backup: 9.50 ppg

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on buoyed weight.
Neutral point: 5,274 ft

Directional Info - Build & Hold

Kick-off point 5580 ft
Departure at shoe: 604 ft
Maximum dogleg: 10 °/100ft
Inclination at shoe: 93.1 °

Re subsequent strings:

Next setting depth: 5,980 ft
Next mud weight: 9.500 ppg
Next setting BHP: 2,951 psi
Fracture mud wt: 14.000 ppg
Fracture depth: 6,152 ft
Injection pressure 4,474 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	6511	7	23.00	N-80	LT&C	6152	6511	6.25	300.9
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	3036	3575	1.177	1683	6340	3.77	121	442	3.64 J

Bill Barrett

Date: June 23, 2011
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 6152 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Well name:	BTR/LC HZ Well
Operator:	N/A
String type:	Production Liner

Design parameters:**Collapse**

Mud weight: 9.500 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 155 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft
Minimum Drift: 3.875 in

Burst

Max anticipated surface pressure: 1,572 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 2,837 psi

Annular backup: 9.50 ppg

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on buoyed weight.
Neutral point: 5,703 ft

Liner top: 5,000 ft
Directional Info - Build & Hold
Kick-off point 5123 ft
Departure at shoe: 4885 ft
Maximum dogleg: 8 °/100ft
Inclination at shoe: 91.26 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	5418	4.5	11.60	P-110	LT&C	5748	10418	3.875	26104

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2837	7580	2.672	205	10690	52.25	7.4	279	37.48 J

Bill Barrett

Date: June 23, 2011
Denver, Colorado

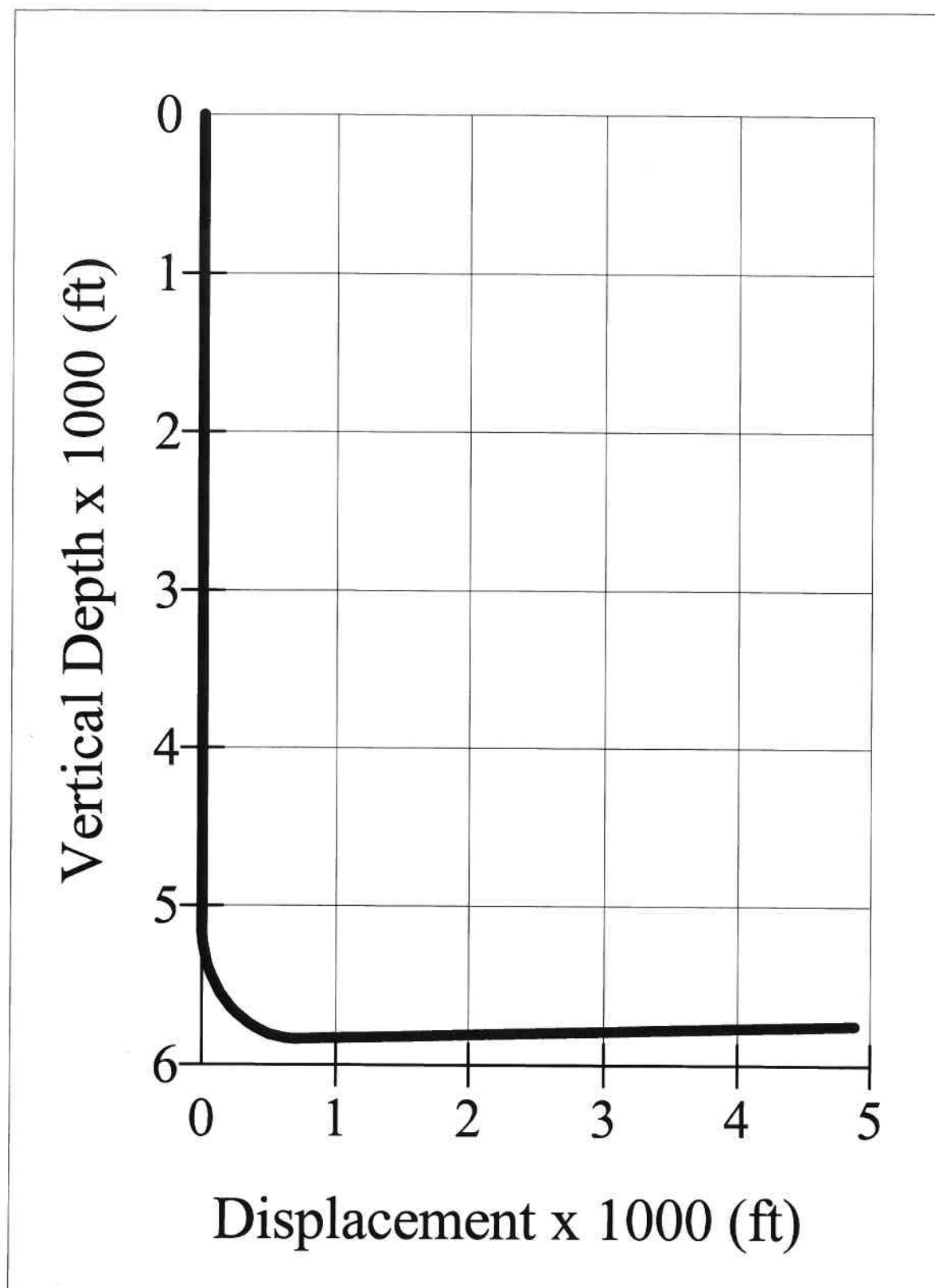
Remarks:

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 5748 ft, a mud weight of 9.5 ppg. The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.



T4S, R6W, U.S.B.&M.**BILL BARRETT CORPORATION**

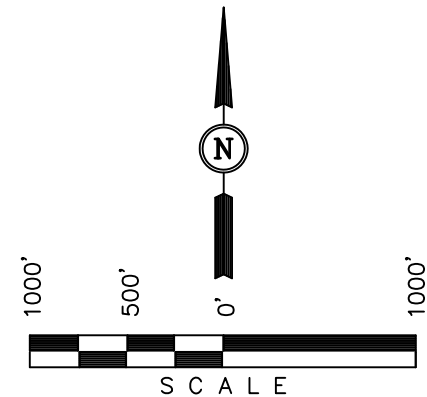
Well location, LC TRIBAL #13H-30-46, located as shown in the SE 1/4 SE 1/4 of Section 30, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

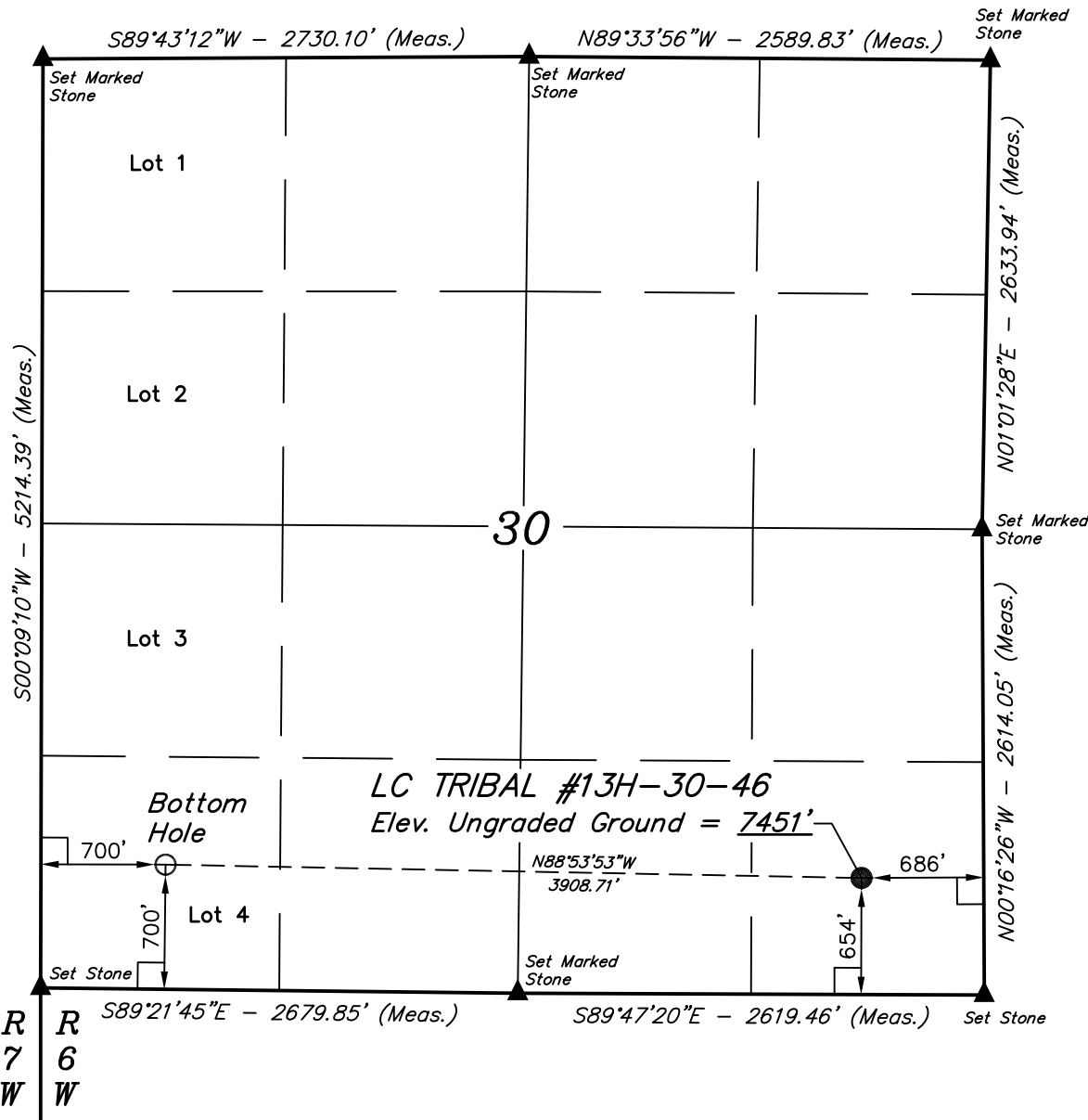
BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

**CERTIFICATE**

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

ROBERT L. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH
08-16-11

**LEGEND:**

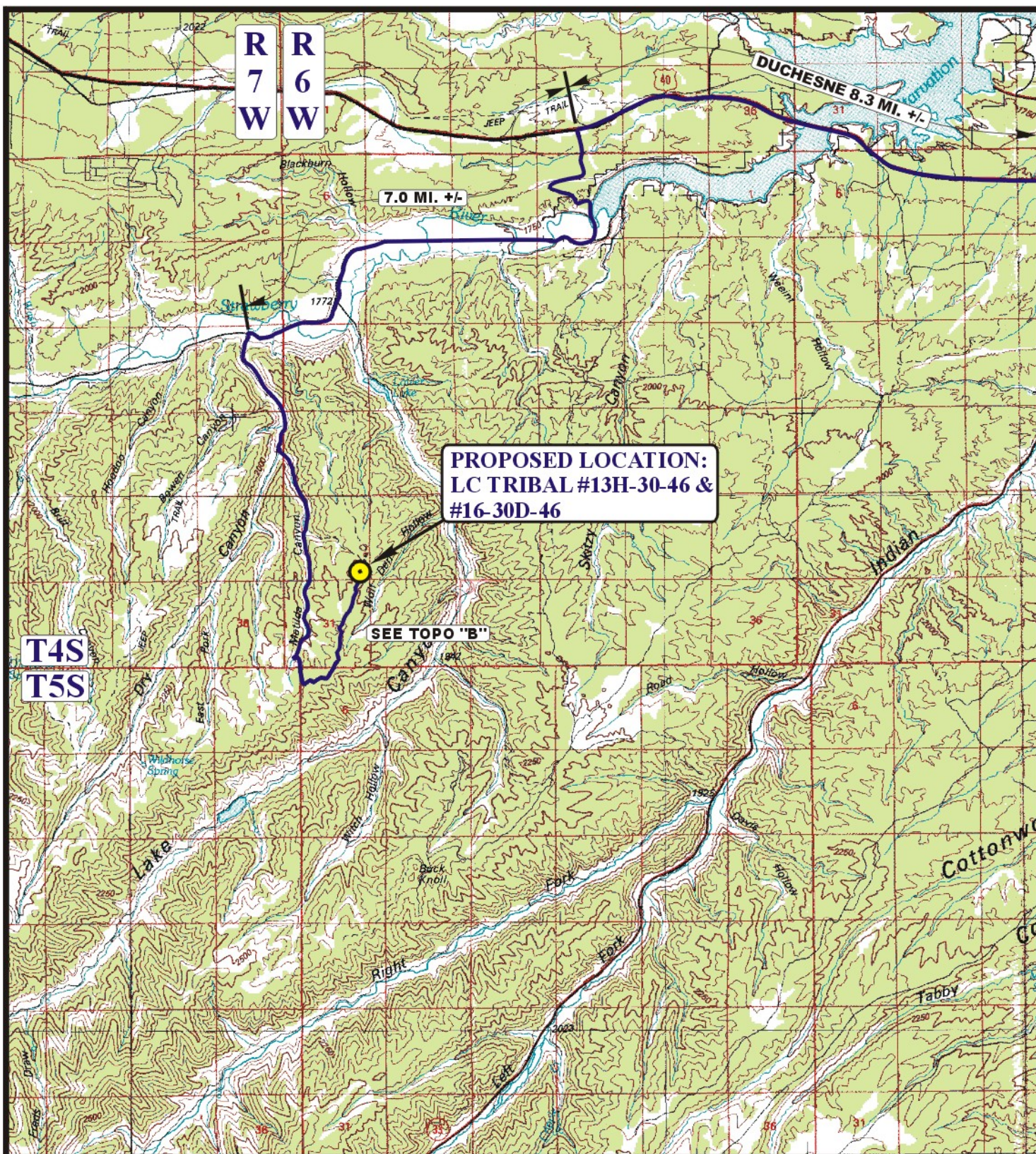
- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°05'55.78" (40.098828)	LATITUDE = 40°05'55.15" (40.098653)
LONGITUDE = 110°36'44.30" (110.612306)	LONGITUDE = 110°35'54.03" (110.598342)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°05'55.93" (40.098869)	LATITUDE = 40°05'55.30" (40.098694)
LONGITUDE = 110°36'41.74" (110.611594)	LONGITUDE = 110°35'51.47" (110.597631)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 07-11-11	DATE DRAWN: 08-08-11
PARTY A.F. B.A. K.O.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	

RECEIVED: March 23, 2012



LEGEND:

 PROPOSED LOCATION



BILL BARRETT CORPORATION

**LC TRIBAL #13H-30-46 & #16-30D-46
SECTION 30, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4**



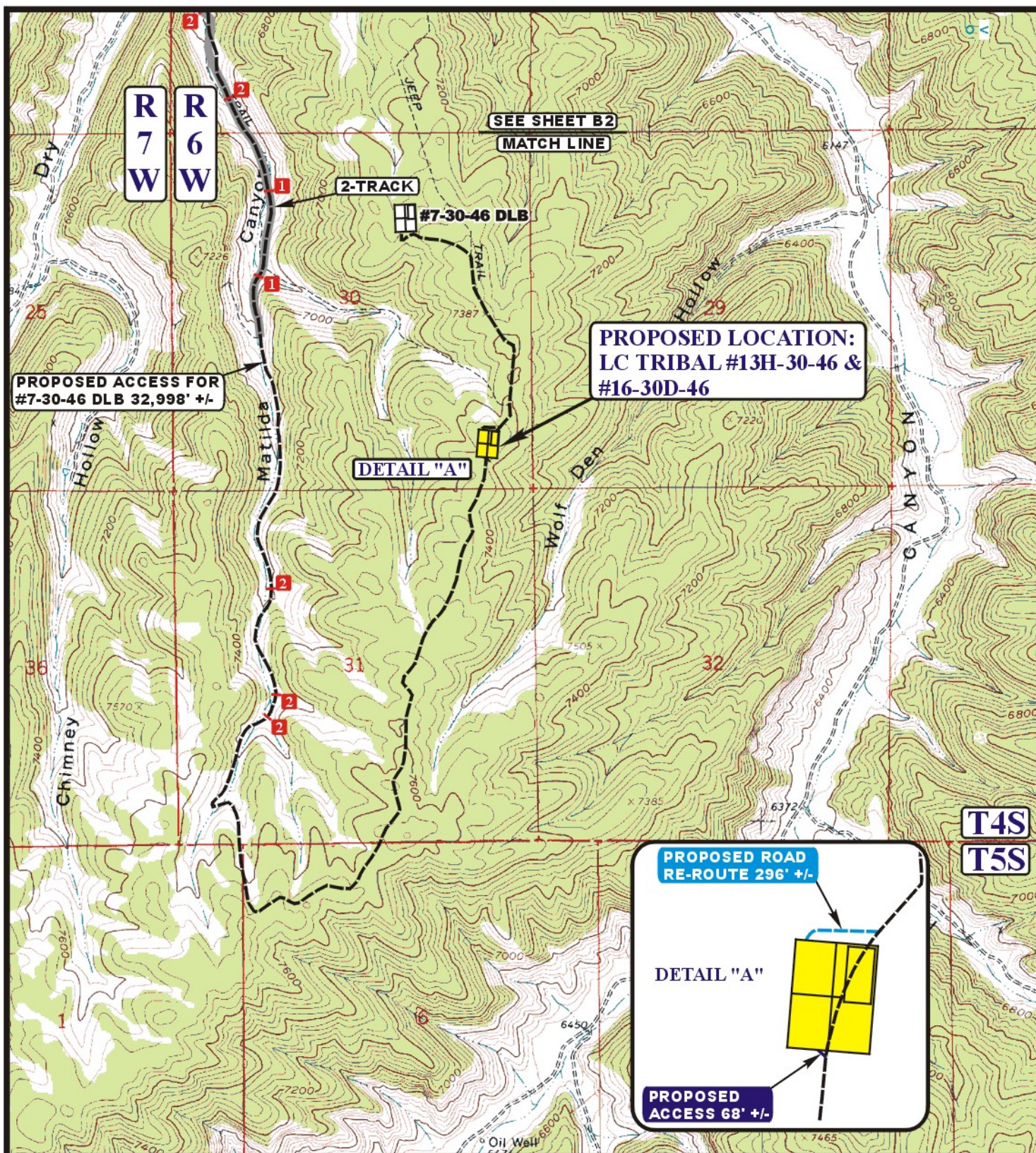
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

07 22 11
MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: J.L.G. REVISED: 01-12-12



**LEGEND:**

- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED
- 1** 18" CMP REQUIRED
- 2** LOW WATER CROSSING REQUIRED

BILL BARRETT CORPORATION

LC TRIBAL #13H-30-46 & #16-30D-46
SECTION 30, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4



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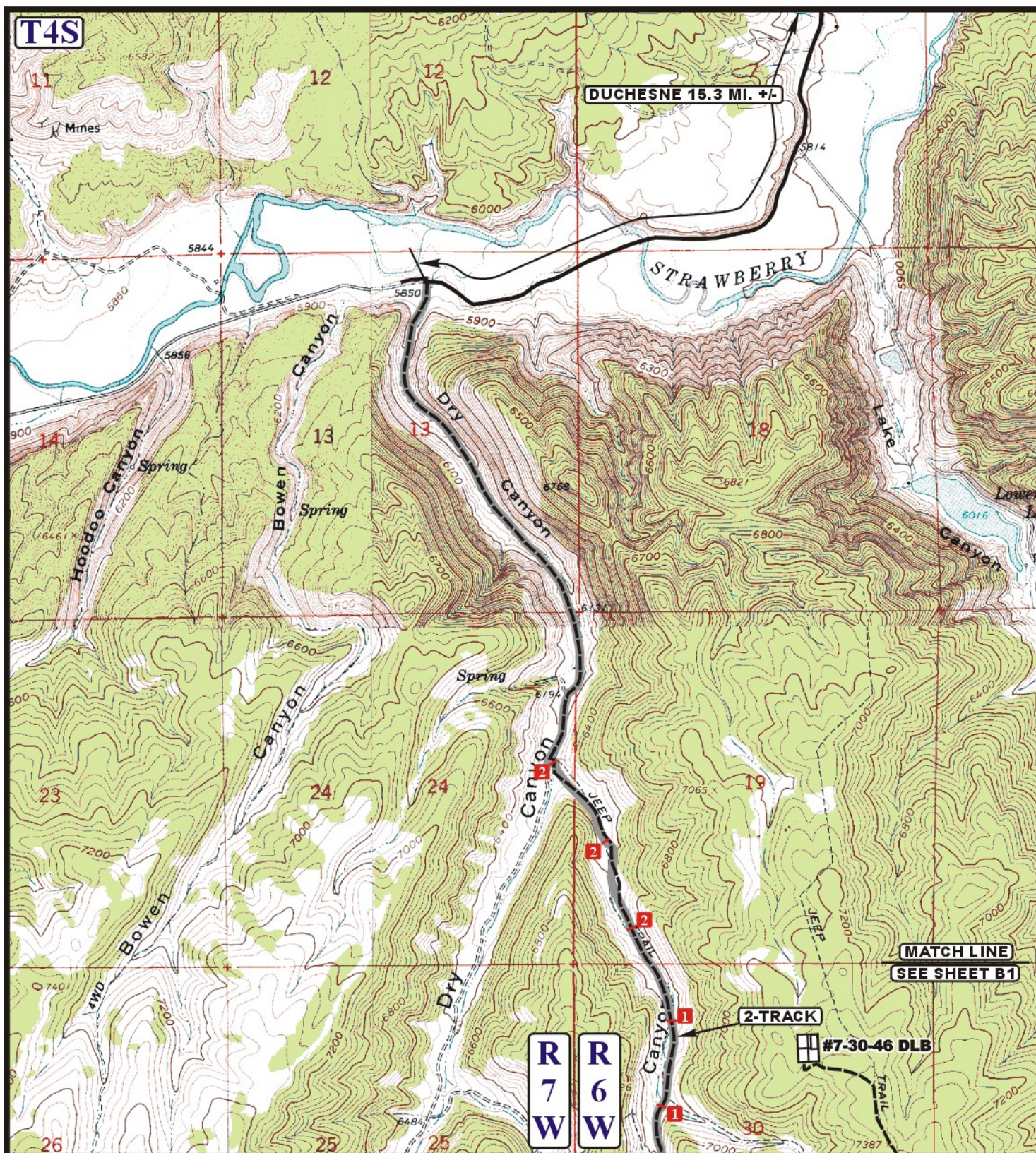


ACCESS ROAD
MAP

07 **22** **11**
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 01-12-12

B1
TOPO

**LEGEND:**

- PROPOSED ACCESS ROAD
 ----- EXISTING 2-TRACK NEEDS UPGRADED
 1 18" CMP REQUIRED
 2 LOW WATER CROSSING REQUIRED

BILL BARRETT CORPORATION

LC TRIBAL #13H-30-46 & #16-30D-46
 SECTION 30, T4S, R6W, U.S.B.&M.
 SE 1/4 SE 1/4



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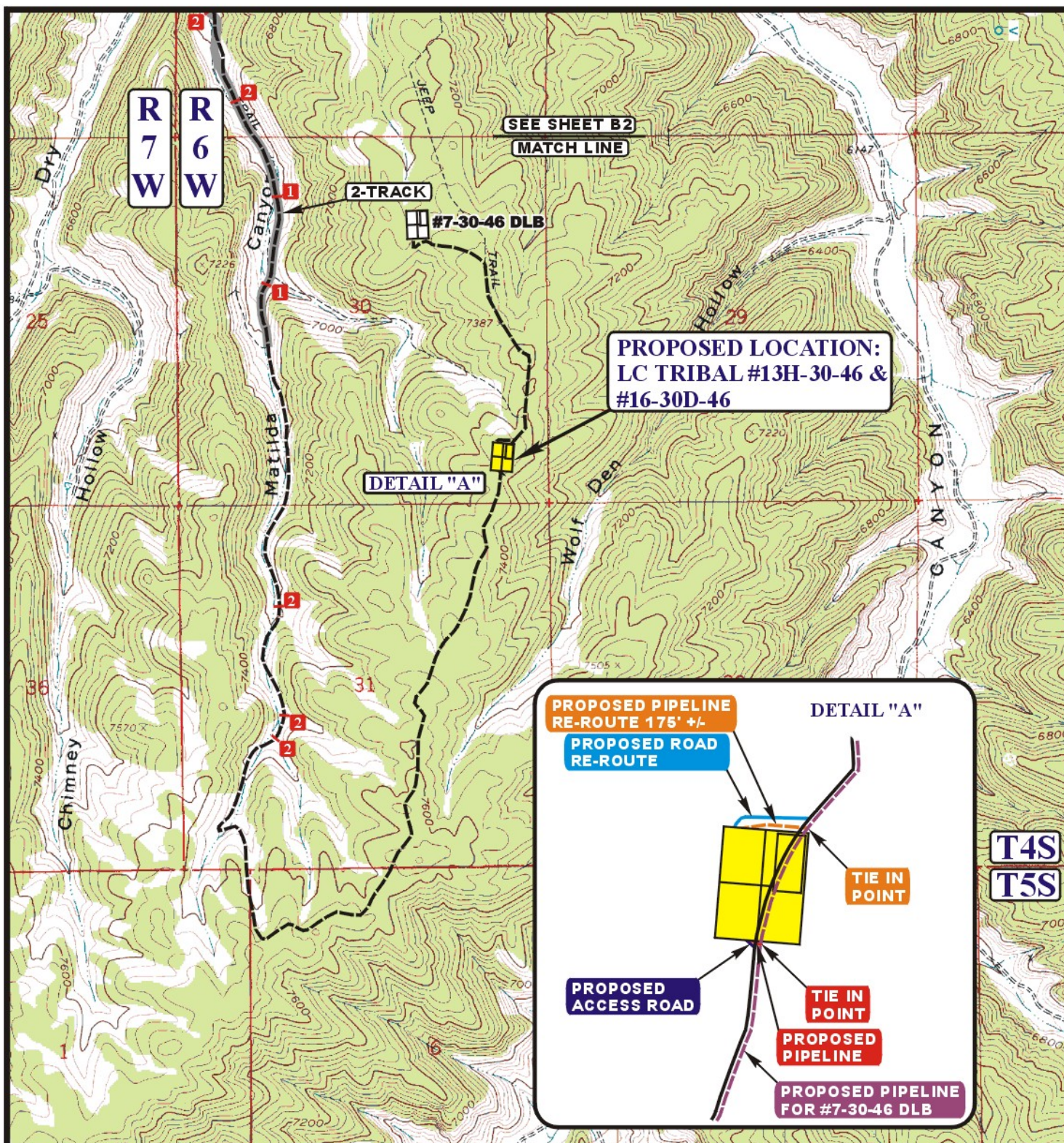


ACCESS ROAD
 MAP

07 22 11
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 01-12-12

B2
 TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 70' +/-

LEGEND:

- EXISTING PIPELINE
- - - PROPOSED PIPELINE
- - - PROPOSED PIPELINE (SERVICING OTHER WELLS)
- PROPOSED ACCESS



BILL BARRETT CORPORATION

**LC TRIBAL #13H-30-46 & #16-30D-46
SECTION 30, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4**



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

07 22 11
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 01-12-12





Bill Barrett Corporation

SITE DETAILS: 13H-30-46 LC Tribal
Lake Canyon

 Site Latitude: 40° 5' 55.298 N
 Site Longitude: 110° 35' 51.472 W

COMPANY DETAILS: BILL BARRETT CORP

 Calculation Method: Minimum Curvature
 Error System: ISCWSA
 Scan Method: Closest Approach 3D
 Error Surface: Elliptical Conic
 Warning Method: Error Ratio

 Positional Uncertainty: 0.0
 Convergence: 0.58
 Local North: True

WELL DETAILS: 13H-30-46 LC Tribal

Ground Level: 7451.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	644267.73	2252425.56	40° 5' 55.298 N	110° 35' 51.472 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
13H-30-46 LC Tribal PBHL	5753.0	64.1	-3906.0	40° 5' 55.928 N	110° 36' 41.738 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

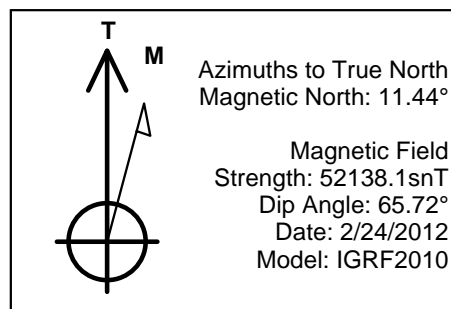
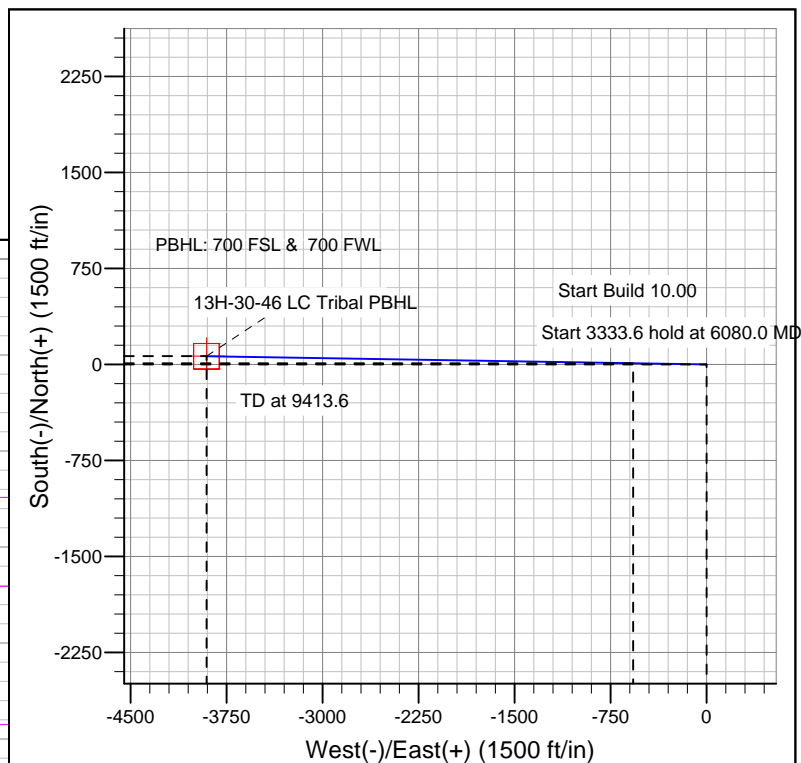
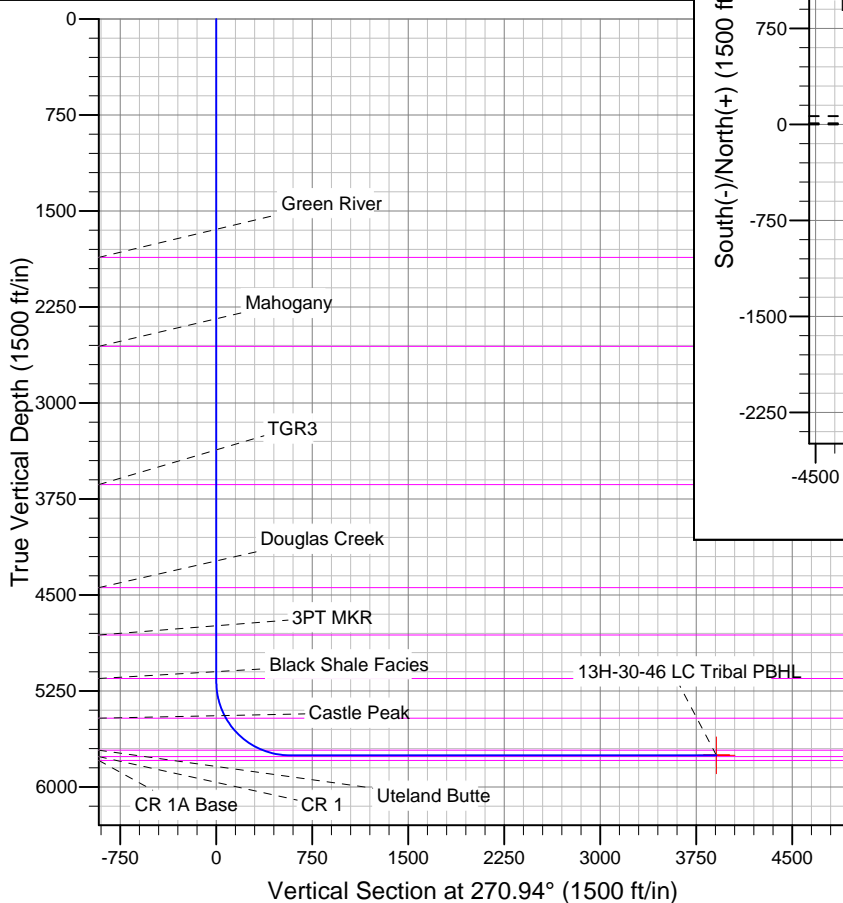
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	5180.0	0.00	0.00	5180.0	0.0	0.0	0.00	0.00	0.0	
3	6080.0	90.00	270.94	5753.0	9.4	-572.9	10.00	270.94	573.0	
4	9413.6	90.00	270.94	5753.0	64.1	-3906.0	0.00	0.00	3906.6	
5	9413.6	0.00	0.00	5753.0	64.1	-3906.0	0.00	180.00	3906.6	13H-30-46 LC Tribal PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
		CR 1
		CR 1A Base
1863.0	1863.0	Green River
2558.0	2558.0	Mahogany
3638.0	3638.0	TGR3
4443.0	4443.0	Douglas Creek
4813.0	4813.0	3PT MKR
5153.0	5153.0	Black Shale Facies
5463.0	5476.0	Castle Peak
5713.0	5864.8	Uteland Butte

CASING DETAILS

No casing data is available



Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 13H-30-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7467.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7467.0ft (Original Well Elev)
Site:	13H-30-46 LC Tribal	North Reference:	True
Well:	13H-30-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	13H-30-46 LC Tribal		
Design:	Design #1		

Project	DUCHESNE COUNTY, UT (NAD 27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Ground Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site		13H-30-46 LC Tribal			
Site Position: From:	Lat/Long	Northing:	644,267.73 ft	Latitude:	40° 5' 55.298 N
		Easting:	2,252,425.56 ft	Longitude:	110° 35' 51.472 W
	Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:

Well	13H-30-46 LC Tribal					
Well Position	+N/-S	0.0 ft	Northing:	644,267.73 ft	Latitude:	40° 5' 55.298 N
	+E/-W	0.0 ft	Easting:	2,252,425.56 ft	Longitude:	110° 35' 51.472 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	7,451.0 ft

Wellbore	13H-30-46 LC Tribal				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	2/24/2012	11.45	65.72	52,138

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	270.94

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
5,180.0	0.00	0.00	5,180.0	0.0	0.0	0.00	0.00	0.00	0.00	
6,080.0	90.00	270.94	5,753.0	9.4	-572.9	10.00	10.00	0.00	270.94	
9,413.6	90.00	270.94	5,753.0	64.1	-3,906.0	0.00	0.00	0.00	0.00	
9,413.6	0.00	0.00	5,753.0	64.1	-3,906.0	0.00	0.00	0.00	180.00	13H-30-46 LC Tribal f

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 13H-30-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7467.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7467.0ft (Original Well Elev)
Site:	13H-30-46 LC Tribal	North Reference:	True
Well:	13H-30-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	13H-30-46 LC Tribal		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,863.0	0.00	0.00	1,863.0	0.0	0.0	0.0	0.00	0.00	0.00
Green River									
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,558.0	0.00	0.00	2,558.0	0.0	0.0	0.0	0.00	0.00	0.00
Mahogany									
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.0	0.00	0.00	0.00
3,300.0	0.00	0.00	3,300.0	0.0	0.0	0.0	0.00	0.00	0.00
3,400.0	0.00	0.00	3,400.0	0.0	0.0	0.0	0.00	0.00	0.00
3,500.0	0.00	0.00	3,500.0	0.0	0.0	0.0	0.00	0.00	0.00
3,600.0	0.00	0.00	3,600.0	0.0	0.0	0.0	0.00	0.00	0.00
3,638.0	0.00	0.00	3,638.0	0.0	0.0	0.0	0.00	0.00	0.00
TGR3									
3,700.0	0.00	0.00	3,700.0	0.0	0.0	0.0	0.00	0.00	0.00
3,800.0	0.00	0.00	3,800.0	0.0	0.0	0.0	0.00	0.00	0.00
3,900.0	0.00	0.00	3,900.0	0.0	0.0	0.0	0.00	0.00	0.00
4,000.0	0.00	0.00	4,000.0	0.0	0.0	0.0	0.00	0.00	0.00
4,100.0	0.00	0.00	4,100.0	0.0	0.0	0.0	0.00	0.00	0.00
4,200.0	0.00	0.00	4,200.0	0.0	0.0	0.0	0.00	0.00	0.00
4,300.0	0.00	0.00	4,300.0	0.0	0.0	0.0	0.00	0.00	0.00
4,400.0	0.00	0.00	4,400.0	0.0	0.0	0.0	0.00	0.00	0.00
4,443.0	0.00	0.00	4,443.0	0.0	0.0	0.0	0.00	0.00	0.00
Douglas Creek									
4,500.0	0.00	0.00	4,500.0	0.0	0.0	0.0	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 13H-30-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7467.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7467.0ft (Original Well Elev)
Site:	13H-30-46 LC Tribal	North Reference:	True
Well:	13H-30-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	13H-30-46 LC Tribal		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,600.0	0.00	0.00	4,600.0	0.0	0.0	0.0	0.00	0.00	0.00
4,700.0	0.00	0.00	4,700.0	0.0	0.0	0.0	0.00	0.00	0.00
4,800.0	0.00	0.00	4,800.0	0.0	0.0	0.0	0.00	0.00	0.00
4,813.0	0.00	0.00	4,813.0	0.0	0.0	0.0	0.00	0.00	0.00
3PT MKR									
4,900.0	0.00	0.00	4,900.0	0.0	0.0	0.0	0.00	0.00	0.00
5,000.0	0.00	0.00	5,000.0	0.0	0.0	0.0	0.00	0.00	0.00
5,100.0	0.00	0.00	5,100.0	0.0	0.0	0.0	0.00	0.00	0.00
5,153.0	0.00	0.00	5,153.0	0.0	0.0	0.0	0.00	0.00	0.00
Black Shale Facies									
5,180.0	0.00	0.00	5,180.0	0.0	0.0	0.0	0.00	0.00	0.00
5,200.0	2.00	270.94	5,200.0	0.0	-0.3	0.3	10.00	10.00	0.00
5,300.0	12.00	270.94	5,299.1	0.2	-12.5	12.5	10.00	10.00	0.00
5,400.0	22.00	270.94	5,394.6	0.7	-41.7	41.7	10.00	10.00	0.00
5,476.0	29.60	270.94	5,463.0	1.2	-74.8	74.8	10.00	10.00	0.00
Castle Peak									
5,500.0	32.00	270.94	5,483.6	1.4	-87.1	87.1	10.00	10.00	0.00
5,600.0	42.00	270.94	5,563.4	2.4	-147.1	147.2	10.00	10.00	0.00
5,700.0	52.00	270.94	5,631.5	3.6	-220.2	220.2	10.00	10.00	0.00
5,800.0	62.00	270.94	5,685.9	5.0	-303.9	304.0	10.00	10.00	0.00
5,864.8	68.48	270.94	5,713.0	5.9	-362.7	362.7	10.00	10.00	0.00
Uteland Butte									
5,900.0	72.00	270.94	5,724.9	6.5	-395.9	395.9	10.00	10.00	0.00
6,000.0	82.00	270.94	5,747.4	8.1	-493.2	493.2	10.00	10.00	0.00
6,080.0	90.00	270.94	5,753.0	9.4	-572.9	573.0	10.00	10.00	0.00
6,100.0	90.00	270.94	5,753.0	9.7	-592.9	593.0	0.00	0.00	0.00
6,200.0	90.00	270.94	5,753.0	11.4	-692.9	693.0	0.00	0.00	0.00
6,300.0	90.00	270.94	5,753.0	13.0	-792.9	793.0	0.00	0.00	0.00
6,400.0	90.00	270.94	5,753.0	14.6	-892.8	893.0	0.00	0.00	0.00
6,500.0	90.00	270.94	5,753.0	16.3	-992.8	993.0	0.00	0.00	0.00
6,600.0	90.00	270.94	5,753.0	17.9	-1,092.8	1,093.0	0.00	0.00	0.00
6,700.0	90.00	270.94	5,753.0	19.6	-1,192.8	1,193.0	0.00	0.00	0.00
6,800.0	90.00	270.94	5,753.0	21.2	-1,292.8	1,293.0	0.00	0.00	0.00
6,900.0	90.00	270.94	5,753.0	22.8	-1,392.8	1,393.0	0.00	0.00	0.00
7,000.0	90.00	270.94	5,753.0	24.5	-1,492.8	1,493.0	0.00	0.00	0.00
7,100.0	90.00	270.94	5,753.0	26.1	-1,592.7	1,593.0	0.00	0.00	0.00
7,200.0	90.00	270.94	5,753.0	27.8	-1,692.7	1,693.0	0.00	0.00	0.00
7,300.0	90.00	270.94	5,753.0	29.4	-1,792.7	1,793.0	0.00	0.00	0.00
7,400.0	90.00	270.94	5,753.0	31.0	-1,892.7	1,893.0	0.00	0.00	0.00
7,500.0	90.00	270.94	5,753.0	32.7	-1,992.7	1,993.0	0.00	0.00	0.00
7,600.0	90.00	270.94	5,753.0	34.3	-2,092.7	2,093.0	0.00	0.00	0.00
7,700.0	90.00	270.94	5,753.0	36.0	-2,192.7	2,193.0	0.00	0.00	0.00
7,800.0	90.00	270.94	5,753.0	37.6	-2,292.6	2,293.0	0.00	0.00	0.00
7,900.0	90.00	270.94	5,753.0	39.2	-2,392.6	2,393.0	0.00	0.00	0.00
8,000.0	90.00	270.94	5,753.0	40.9	-2,492.6	2,493.0	0.00	0.00	0.00
8,100.0	90.00	270.94	5,753.0	42.5	-2,592.6	2,593.0	0.00	0.00	0.00
8,200.0	90.00	270.94	5,753.0	44.2	-2,692.6	2,693.0	0.00	0.00	0.00
8,300.0	90.00	270.94	5,753.0	45.8	-2,792.6	2,793.0	0.00	0.00	0.00
8,400.0	90.00	270.94	5,753.0	47.4	-2,892.6	2,893.0	0.00	0.00	0.00
8,500.0	90.00	270.94	5,753.0	49.1	-2,992.6	2,993.0	0.00	0.00	0.00
8,600.0	90.00	270.94	5,753.0	50.7	-3,092.5	3,093.0	0.00	0.00	0.00
8,700.0	90.00	270.94	5,753.0	52.4	-3,192.5	3,193.0	0.00	0.00	0.00
8,800.0	90.00	270.94	5,753.0	54.0	-3,292.5	3,293.0	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 13H-30-46 LC Tribal
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Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7467.0ft (Original Well Elev)
Site:	13H-30-46 LC Tribal	North Reference:	True
Well:	13H-30-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	13H-30-46 LC Tribal		
Design:	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
8,900.0	90.00	270.94	5,753.0	55.6	-3,392.5	3,393.0	0.00	0.00	0.00	
9,000.0	90.00	270.94	5,753.0	57.3	-3,492.5	3,493.0	0.00	0.00	0.00	
9,100.0	90.00	270.94	5,753.0	58.9	-3,592.5	3,593.0	0.00	0.00	0.00	
9,200.0	90.00	270.94	5,753.0	60.6	-3,692.5	3,693.0	0.00	0.00	0.00	
9,300.0	90.00	270.94	5,753.0	62.2	-3,792.4	3,793.0	0.00	0.00	0.00	
9,400.0	90.00	270.94	5,753.0	63.8	-3,892.4	3,893.0	0.00	0.00	0.00	
9,413.6	0.00	0.00	5,753.0	64.1	-3,906.0	3,906.6	662.05	-662.05	0.00	

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
1,863.0	1,863.0	Green River		0.00		
2,558.0	2,558.0	Mahogany		0.00		
3,638.0	3,638.0	TGR3		0.00		
4,443.0	4,443.0	Douglas Creek		0.00		
4,813.0	4,813.0	3PT MKR		0.00		
5,153.0	5,153.0	Black Shale Facies		0.00		
5,476.0	5,463.0	Castle Peak		0.00		
5,864.8	5,713.0	Uteland Butte		0.00		
	5,763.0	CR 1		0.00		
	5,793.0	CR 1A Base		0.00		

SURFACE USE PLAN

BILL BARRETT CORPORATION
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
Duchesne County, Utah

<u>LC Tribal 13H-30-46</u>	<u>LC Tribal 16-30D-46</u>
SE SE, 654' FSL & 686' FEL, Sec. 30, T4S-R6W (surface hole) Lot 4 (SW SW), 700' FSL & 700' FWL, Sec. 30, T4S-R6W (bottom hole)	SE SE, 670' FSL & 685' FEL, Sec. 30, T4S-R6W (surface hole) SE SE, 810' FSL & 810' FEL, Sec. 30, T4S-R6W (bottom hole)

The onsite inspection for this pad occurred on November 15, 2011. This is a new pad with a total of two proposed wells. Plat changes and site specific stipulations requested at the onsite are reflected within this APD and summarized below.

- a) Updated topo maps B and C and damage plats to reflect that a portion of the access road and pipeline were previously permitted for the 7-30-46 DLB;
- b) Updated Figure 1 to round corner 6 approximately 10 feet;
- c) Relocated topsoil from corners 1 & 8 area to the area between corners 1 & 3 and corner C area;
- d) Updated Figure 2 to reflect updated disturbance area;
- e) Project is located within spring Elk calving area.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. **Existing Roads:**

- a. The proposed well site is located approximately 21.5 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The existing State maintained Highway 40 would be utilized from Duchesne for 8.3 miles to the existing Duchesne County maintained Strawberry River Road. The Strawberry River Road would be utilized for 7.0 miles to the existing BBC maintained 1-13-47 BTR access road that would be utilized for 100 feet and provides access to the planned new access road.
- c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.

Bill Barrett Corporation
Surface Use Plan
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
Duchesne County, UT

- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.
- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permits are required.
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

- a. Approximately 68 feet of new access road and a 296 foot proposed access road re-route is planned from the existing/approved 7-30-46 DLB access road (ROW H62-2010-064). The previously approved 7-30-46 DLB access road continues an additional 32,998 feet to the existing 1-13-47 BTR access road (see Topographic Map B). The proposed access road crosses entirely Ute Tribe surface.
- b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.

Bill Barrett Corporation
Surface Use Plan
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
Duchesne County, UT

- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.
- h. Turnouts are not proposed.
- i. No culverts or low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
- j. No gates or cattle guards are anticipated at this time.
- k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
- m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see One-Mile Radius Map):

- a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:
 - i. water wells none
 - ii. injection wells none
 - iii. disposal wells none
 - iv. drilling wells none
 - v. temp shut-in wells none
 - vi. producing wells none
 - vii. abandoned wells none

4. Location of Production Facilities

- a. Surface facilities would consist of a wellhead, separator, gas meter, combustor, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or ESP or gas lift unit, electrical or with a natural gas or diesel

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fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.

- b. Most wells would be fitted with a pump jack or Roto-flex unit or ESP or gas lift to assist liquid production. The prime mover for pump jacks or Roto-flex units would be small (100 horsepower or less), electric motor or natural gas or diesel fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 25 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by electricity.
- c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.
- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 70 feet of pipeline corridor with 175 feet of proposed pipeline reroute (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed to the existing/approved (ROW H62-2011-006) 7-30-46 DLB pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Tribe surface.
- g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.
- h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.

Bill Barrett Corporation
 Surface Use Plan
 LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
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- i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.
- j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Beetle Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.
- k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.
- l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

- a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River

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Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River
43-2505, Appln t37379	McKinnon Ranch Properties, LC	1.3 cfs	4/28/2011	Pumped from Sec, 17, T4SR6W	Water Canyon Lake
43-12415, Change A17215a	Peatross Ranch, LLC	1.89 cfs	09/2011	Dugout Pond	Strawberry River

- b. No new water well is proposed with this application.
 - c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.
 - d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.
6. Source of Construction Material:
 - a. The use of materials would conform to 43 CFR 3610.2-3.
 - b. No construction materials would be removed from the lease or EDA area.
 - c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.
7. Methods of Handling Waste Disposal:
 - a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
 - b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
 - c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

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- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the following state-approved disposal facilities:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley
7. Western Water Solutions – Sand Pass Ranch, Sections 9 and 10, T4S-R1W, permit #WD-01-2011

- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.
- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

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LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
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- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.
- m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

- a. Garbage containers and portable toilets would be located on the well pad.
- b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
- c. A powerline corridor is not proposed at this time but may be applied for in the future.

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9. Well Site Layout:

- a. The well would be properly identified in accordance with 43 CFR 3162.6.
- b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
- c. The pad and road designs are consistent with industry specifications.
- d. The pad has been staked at its maximum size of 384 feet x 305 feet with an inboard reserve pit size of 205 feet x 100 feet x 8 feet deep. See section 12.d below for disturbance estimates.
- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.
- i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.
- j. Water application may be implemented if necessary to minimize the amount of fugitive dust.
- k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

- a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.

Bill Barrett Corporation
Surface Use Plan
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
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- b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.
- c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.
- e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.
- f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

- a. Surface ownership - Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.
- b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

12. Other Information:

- a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 11-247 (U-11-MQ-0740i,p,s) dated September 29, 2011.

Bill Barrett Corporation
Surface Use Plan
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
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- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.
- d. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.667	acres	
Access	364 feet	0.191	acres	
Pipeline	245 feet	0	acres	(Within the pad damage area)
Total		3.858	acres	

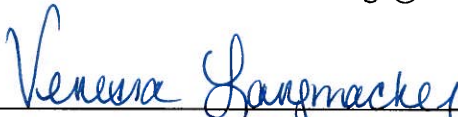
Bill Barrett Corporation
Surface Use Plan
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

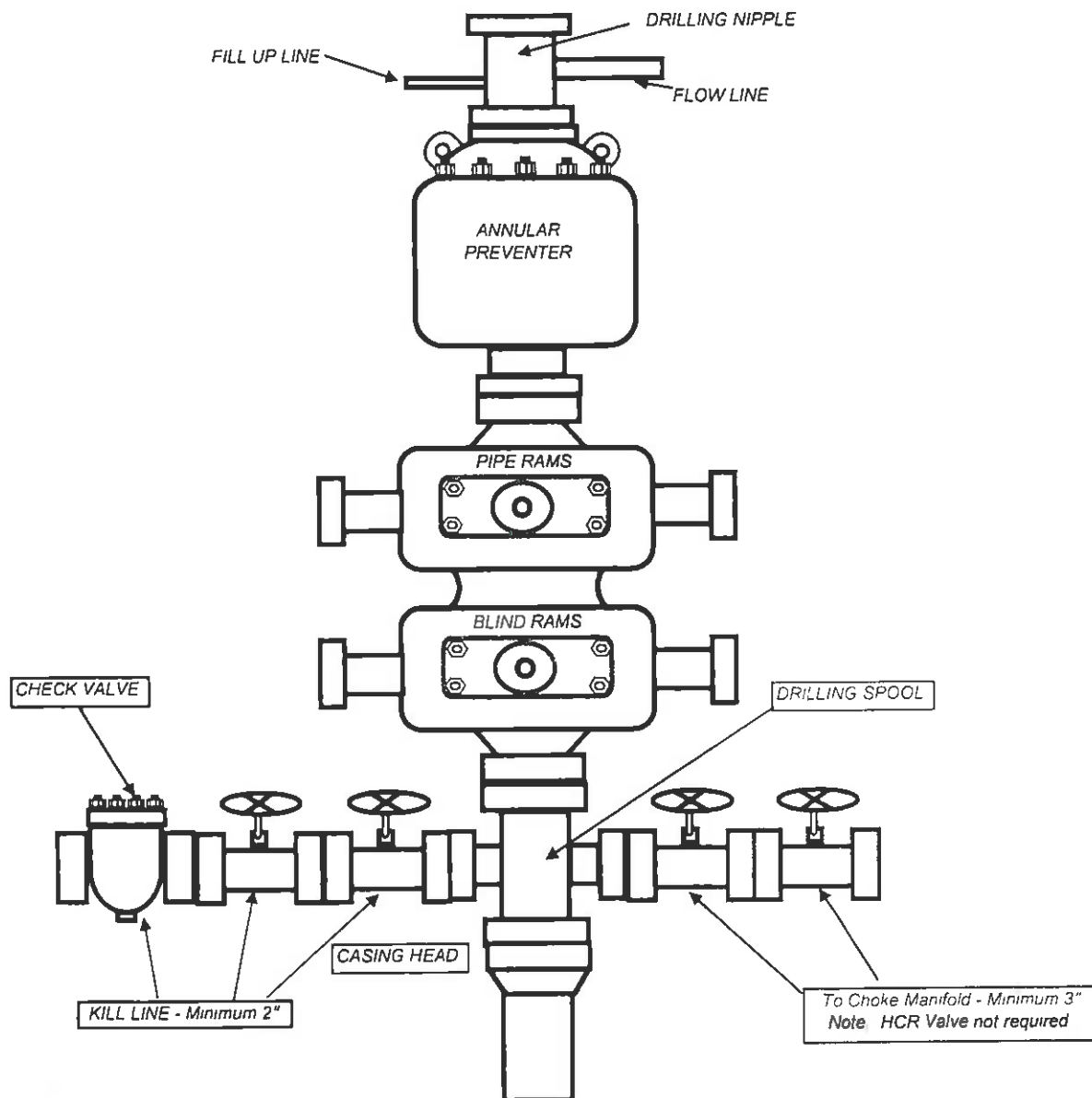
Executed this 23rd day of March 2012
Name: Venessa Langmacher
Position Title: Senior Permit Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8172
E-mail: vlangmacher@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com



Venessa Langmacher, Senior Permit Analyst

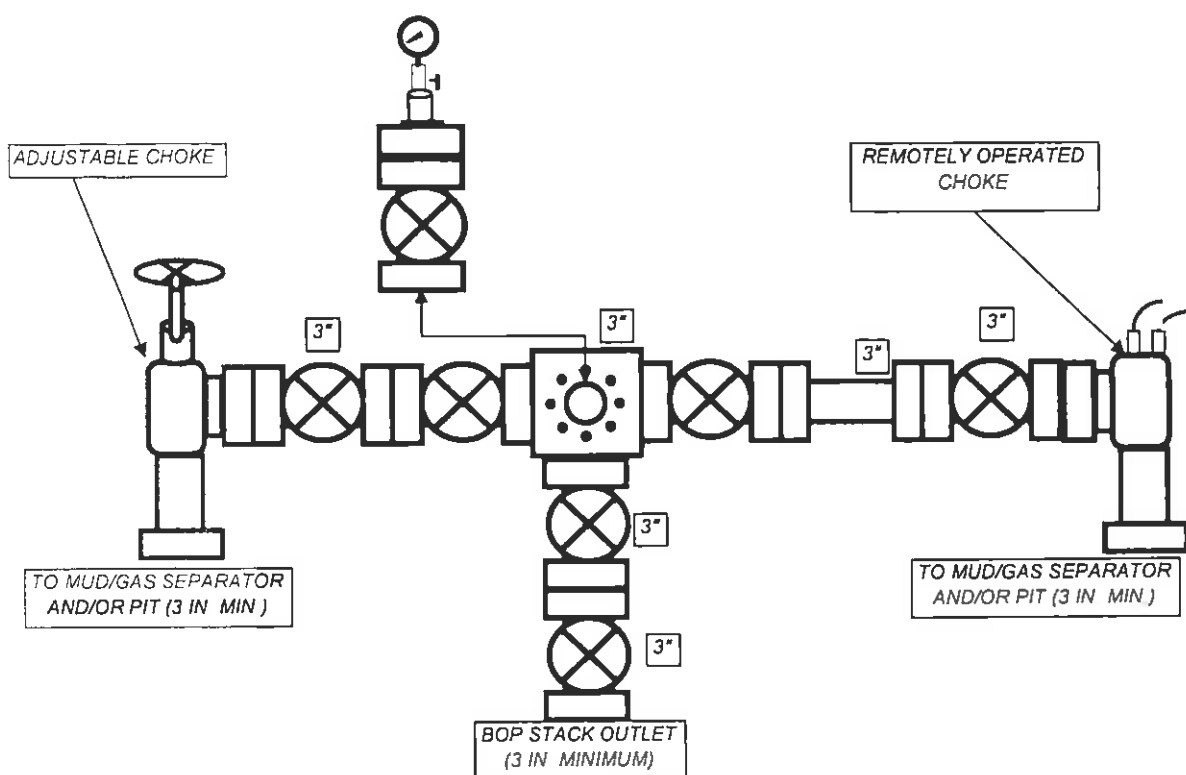
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD





Bill Barrett Corporation

March 23, 2012

Ms. Diana Mason, Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

**RE: Horizontal Drilling
LC Tribal # 13H-30-46
Section 30, T4S-R6W, U.S.B.&M.
Duchesne County, Utah**

**Surface Hole Location: 654' FSL & 686' FEL, SESE, 30-T4S-R6W, USB&M
Bottom Hole Location: 700' FSL & 700' FWL, SWSW, 30-T4S-R6W, USB&M**

Dear Ms. Mason:

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill ("APD") regarding the above-referenced well, we are hereby submitting this letter in accordance with Oil & Gas Conservation Rule R649-3-2 pertaining to a temporary 640 acre spacing unit for a horizontal well.

- Tribal Exploration and Development Agreement #14-20-H62-5500, which includes all of the subject Section 30 and other lands, allows for the drilling of the #13H-30-46 well.
- Once the well has been drilled and completed BBC will earn the tribal lease covering 640 "deep depth" acres being further described in the Exploration and Development Agreement.
- The LC Tribal #13H-30-46 will be perforated no less than 640 feet from the Section 30 Tribal Lease boundary, in accordance with R649-3-2(3).

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-2. If you should have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

BILL BARRETT CORPORATION

David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

BILL BARRETT CORPORATION**TYPICAL CROSS SECTIONS FOR**

LC TRIBAL #13H-30-46 & #16-30D-46

SECTION 30, T4S, R6W, U.S.B.&M.

SE 1/4 SE 1/4

1" = 40'
X-Section
Scale
1" = 100'

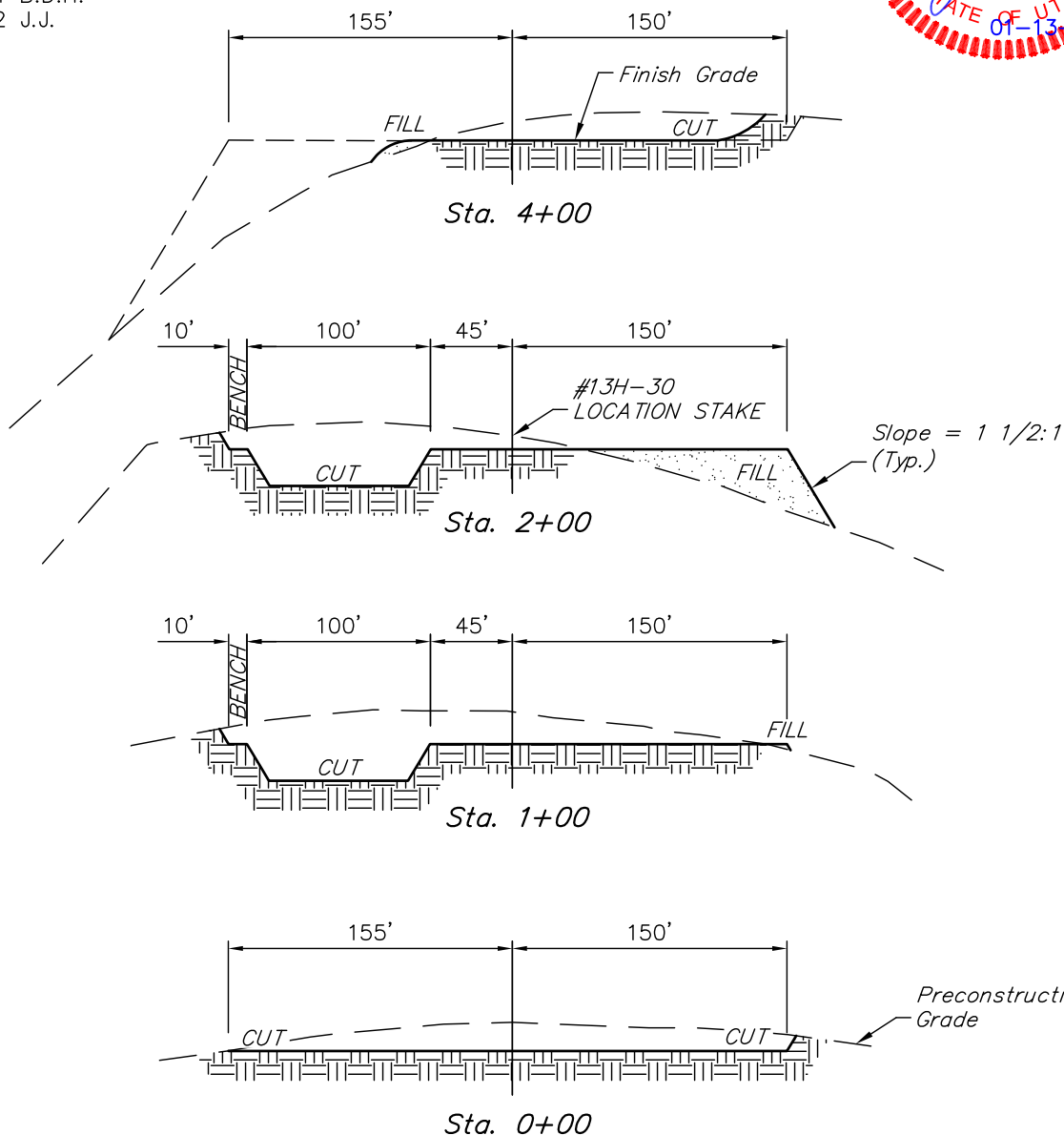
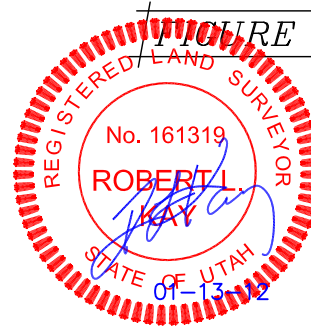
DATE: 08-08-11

DRAWN BY: K.O.

REV: 11-05-11

REV: 11-30-11 B.D.H.

REV: 01-11-12 J.J.

**NOTE:**

Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

*** NOTE:**

FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = 5,270 Cu. Yds.
Remaining Location = 15,310 Cu. Yds.
TOTAL CUT = 20,580 CU.YDS.
FILL = 12,780 CU.YDS.

EXCESS MATERIAL = 7,800 Cu. Yds.
Topsoil & Pit Backfill = 7,800 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: March 23, 2012

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

LC TRIBAL #13H-30-46 & #16-30D-46
SECTION 30, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #3

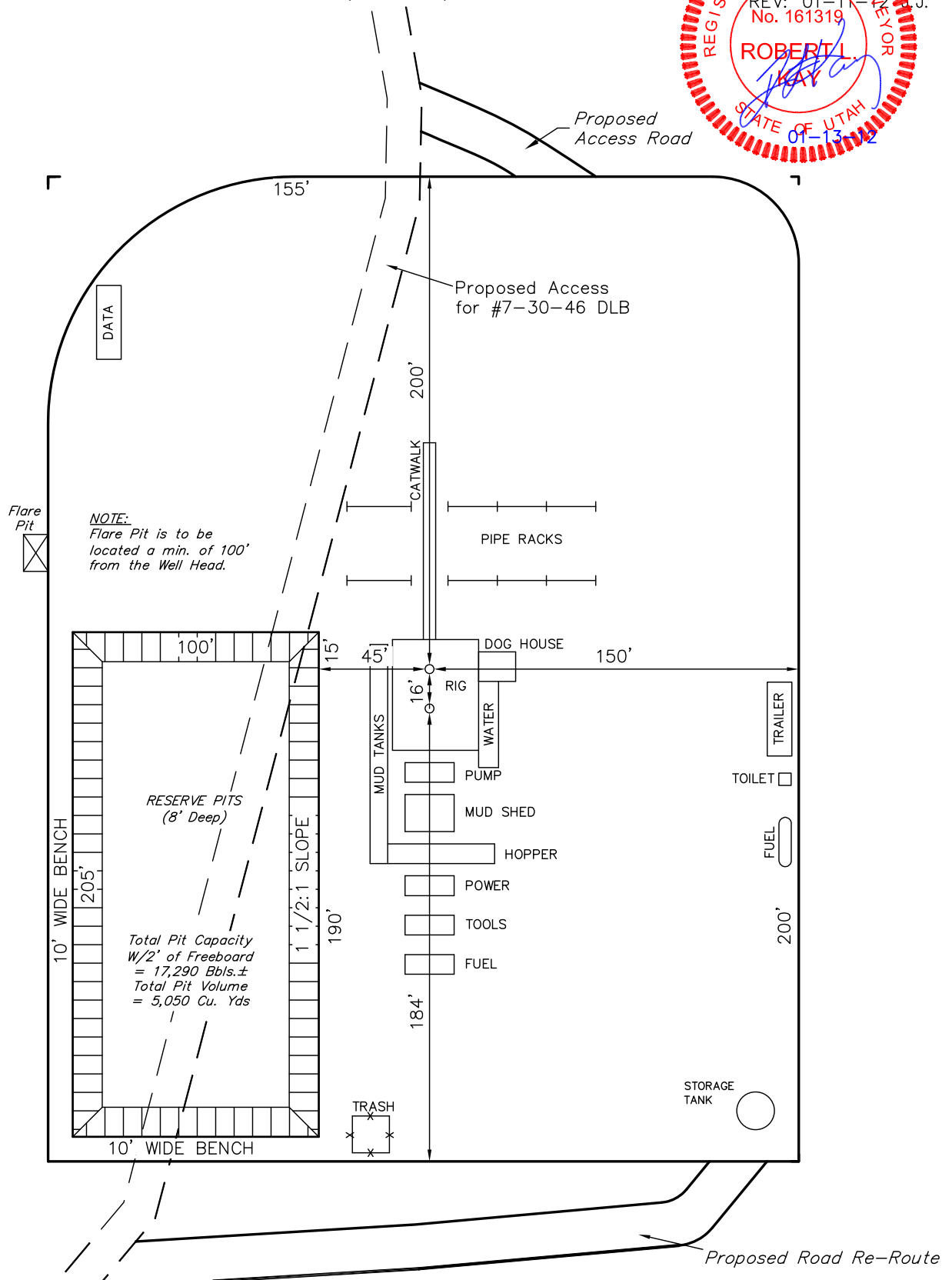
SCALE: 1" = 60'
DATE: 08-08-11
DRAWN BY: K.O.
REV: 01-08-11
REV: 11-30-11 B.D.H.
REV: 01-11-12 J.J.
No. 161319

ROBERT L

~~KAY~~

STP

01-13-12



UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: March 23, 2012

BILL BARRETT CORPORATION**INTERIM RECLAMATION PLAN FOR**

LC TRIBAL #13H-30-46 & #16-30D-46

SECTION 30, T4S, R6W, U.S.B.&M.

SE 1/4 SE 1/4

FIGURE #4

SCALE: 1" = 60'

DATE: 08-08-11

DRAWN BY: K.O.

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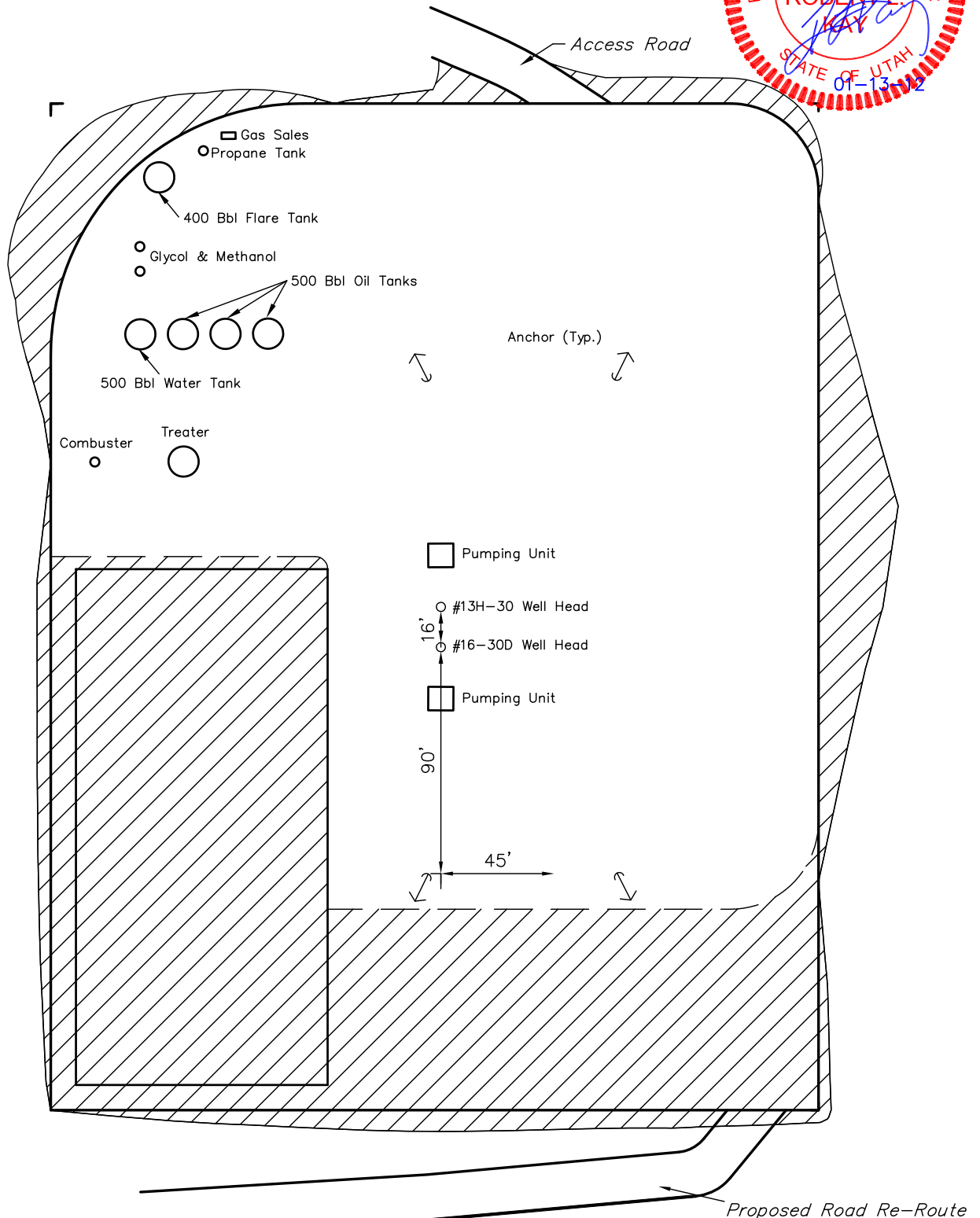
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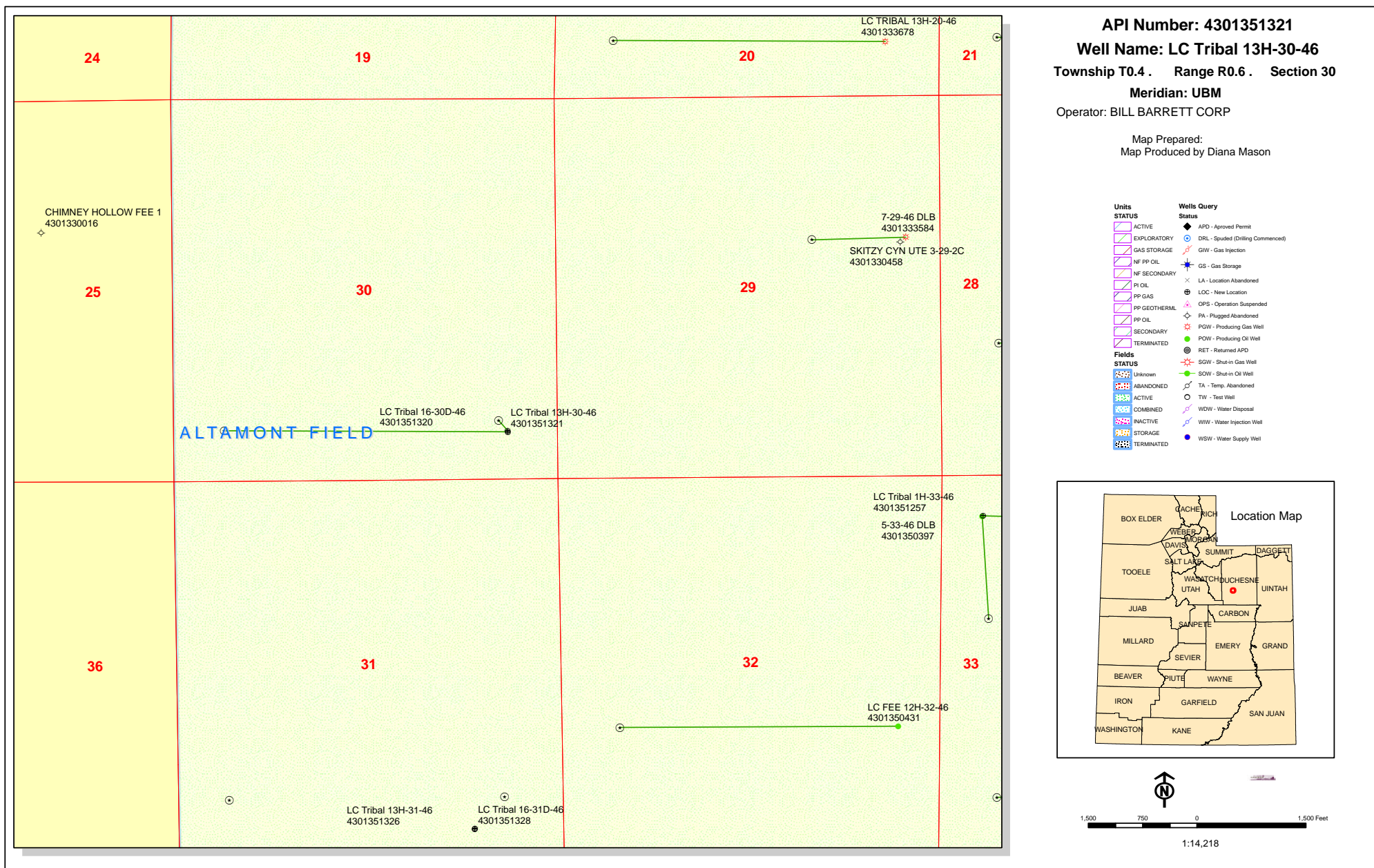
INTERIM RECLAMATION

APPROXIMATE ACREAGES
 UN-RECLAIMED = ± 1.870 ACRES

UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: March 23, 2012



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 3/23/2012

API NO. ASSIGNED: 43013513210000

WELL NAME: LC Tribal 13H-30-46

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SESE 30 040S 060W

Permit Tech Review: ☒

SURFACE: 0654 FSL 0686 FEL

Engineering Review: ☐

BOTTOM: 0700 FSL 0700 FWL

Geology Review: ☒

COUNTY: DUCHESNE

LATITUDE: 40.09860

LONGITUDE: -110.59848

UTM SURF EASTINGS: 534225.00

NORTHINGS: 4438778.00

FIELD NAME: ALTAMONT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005500

PROPOSED PRODUCING FORMATION(S): UTELAND BUTTE

SURFACE OWNER: 2 - Indian

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

LOCATION AND SITING:

☒ PLAT☐ R649-2-3.☒ Bond: INDIAN - LPM8874725

Unit:

☐ Potash☐ R649-3-2. General☐ Oil Shale 190-5☐ Oil Shale 190-3☐ R649-3-3. Exception☐ Oil Shale 190-13☒ Drilling Unit☒ Water Permit: 43-180

Board Cause No: Cause 139-87

☐ RDCC Review:

Effective Date: 12/6/2011

☐ Fee Surface Agreement

Siting: 4 Prod LGRRV-WSTC Per Sectional Drilling Units

☐ Intent to Commingle☐ R649-3-11. Directional Drill

Commingle Approved

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
27 - Other - bhill

RECEIVED: April 04, 2012



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: LC Tribal 13H-30-46

API Well Number: 43013513210000

Lease Number: 2OG0005500

Surface Owner: INDIAN

Approval Date: 4/4/2012

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-87. The expected producing formation or pool is the UTELAND BUTTE Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R. 649-3-21, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil &

Gas website
at <http://oilgas.ogm.utah.gov>

Reporting Requirements:


All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "J. Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT <input type="checkbox"/>							
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER LC Tribal 13H-30-46							
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT ALTAMONT							
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME							
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164							
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 2OG0005500			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')							
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Uintah and Ouray			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input checked="" type="checkbox"/>							
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		654 FSL 686 FEL		SESE		30		4.0 S		6.0 W		U	
Top of Uppermost Producing Zone		663 FSL 1258 FEL		SESE		30		4.0 S		6.0 W		U	
At Total Depth		700 FSL 700 FWL		SWSW		30		4.0 S		6.0 W		U	
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 700			23. NUMBER OF ACRES IN DRILLING UNIT 640							
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 5605			26. PROPOSED DEPTH MD: 9414 TVD: 5753							
27. ELEVATION - GROUND LEVEL 7451			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180							
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight		
Cond	26	16	0 - 80	65.0	Unknown	8.8	No Used		0	0.0	0.0		
Surf	12.25	9.625	0 - 1700	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		220	3.16	11.0		
							Halliburton Premium , Type Unknown		210	1.17	15.8		
I1	8.75	7	0 - 6080	23.0	P-110 LT&C	9.2	Unknown		270	3.14	11.0		
							Unknown		150	1.42	13.5		
L1	6.125	4.5	0 - 9414	11.6	P-110 LT&C	9.5	No Used		0	0.0	0.0		
ATTACHMENTS													
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES													
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN							
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER							
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP							
NAME Venessa Langmacher				TITLE Senior Permit Analyst				PHONE 303 312-8172					
SIGNATURE				DATE 03/23/2012				EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43013513210000				APPROVAL  Permit Manager									

DRILLING PLAN

BILL BARRETT CORPORATION

LC Tribal 13H-30-46

SHL: SE SE, 654' FSL and 686' FEL, Section 30, T4S-R6W

BHL: SW SW, 700' FSL and 700' FWL, Section 30, T4S-R6W

Duchesne Co., UT

Bill Barrett Corporation (BBC) intends to drill a horizontal through the prospective zone within the Uteland Butte.

1 - 3. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

HORIZONTAL LEG FORMATION TOPS

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Green River	1,863'	1,863'
Surface casing	1,700'	1,700'
Mahogany	2,558'	2,558'
TGR3	3,638'	3,638'
Douglas Creek	4,443'	4,443'
3 PT Marker	4,813'	4,813'
Black Shale Facies	5,153'	5,153'
Castle Peak	5,476'	5,463'
*Uteland Butte	5,864'	5,713'
TD	9,414'	5,753'

*PROSPECTIVE PAY

The Uteland Butte is the primary objective for oil/gas.

Base of Useable Water = 2,100'

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
12-1/4"	surface	1,700'	9 5/8"	36.0 ppf	J or K 55	ST&C	New
8 3/4"	surface	6,080'	7"	23.0 ppf	P-110	LT&C	New
6 1/8"	surface	9,414'	4 1/2" Liner with 4-1/2" Tieback for frac	11.6 ppf	P-110	LT&C	New

Drilling Plan
LC Tribal 13H-30-46
Duchesne Co., UT

5. Cementing Program

9 5/8" Surface Casing	Lead with approximately 220 sx Halliburton Light Premium cement with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx). TOC @ Surface Tail with 210 sx Premium 14.8 ppg (yield = 1.36 ft ³ /sx) calculated hole volume with 75% excess. TOC @ 1,200' Top out cement, if required: 100 sx of Premium cement with additives mixed at 15.8 ppg (yield = 1.17 ft ³ /sk)
7" Intermediate Casing	Lead with approximately 270 sx Tune Light cement with additives, mixed at 11.0 ppg (yield = 3.14 ft ³ /sx). TOC @ 1,200' Tail with approximately 150 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). TOC @ 4,180'
4 1/2" Liner with 4-1/2" Tieback to surface	No cement will be used in this section. Swell packers will be run to isolate the production hole from the intermediate casing section.
Note: Top of Tail cement for the intermediate string will be calculated to 1000' above the KOP using gauge hole plus 50% excess. Lead to 200' inside of surface casing.	

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 1,700'	8.4 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,700' – 6,080'	8.9 – 9.2	26 - 36	NC	Fresh Water with sweeps
6,080' – TD	9.0 – 9.5	45 – 58	4 – 10	Fresh Water PHPA
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,700'	No pressure control required
1,700' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up to operate most efficiently in this manner.	

Drilling Plan
LC Tribal 13H-30-46
Duchesne Co., UT

8. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

9. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD with GR as needed to land wellbore;
WL Logging	None in intermediate
Note: FMI and CAL may be run on the lateral portion of the horizontal wellbore at the geologist's discretion.	

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 2841 psi* and maximum anticipated surface pressure equals approximately 1576 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22 x TD)

11. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

12. Drilling Schedule

Location Construction: November 2012
Spud: November 2012
Duration: 25 days drilling time
25 days completion time

Well name:	BTR/LC HZ Well
Operator:	BBC
String type:	Surface
Location:	Utah

Design parameters:**Collapse**

Mud weight: 8.900 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 96 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft
Minimum Drift: 8.750 in
Cement top: Surface

Burst

Max anticipated surface pressure: 527 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 857 psi

Annular backup: 9.50 ppg

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Non-directional string.

Tension is based on buoyed weight.
Neutral point: 1,302 ft

Re subsequent strings:

Next setting depth: 4,697 ft
Next mud weight: 9.500 ppg
Next setting BHP: 2,318 psi
Fracture mud wt: 11.000 ppg
Fracture depth: 1,500 ft
Injection pressure 857 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	1500	9.625	36.00	K-55	ST&C	1500	1500	8.765	106.8
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	693	2020	2.913	527	3520	6.68	47	423	9.02 J

Bill Barrett

Date: June 23, 2011
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 1500 ft, a mud weight of 8.9 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	BTR/LC HZ Well
Operator:	BBC
String type:	Intermediate
Location:	Utah

Design parameters:**Collapse**

Mud weight: 9.500 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 161 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,500 ft
Minimum Drift: 6.125 in
Cement top: 11 ft

Burst

Max anticipated surface pressure: 1,683 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 3,036 psi

Annular backup: 9.50 ppg

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on buoyed weight.
Neutral point: 5,274 ft

Directional Info - Build & Hold

Kick-off point 5580 ft
Departure at shoe: 604 ft
Maximum dogleg: 10 °/100ft
Inclination at shoe: 93.1 °

Re subsequent strings:

Next setting depth: 5,980 ft
Next mud weight: 9.500 ppg
Next setting BHP: 2,951 psi
Fracture mud wt: 14.000 ppg
Fracture depth: 6,152 ft
Injection pressure 4,474 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	6511	7	23.00	N-80	LT&C	6152	6511	6.25	300.9
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	3036	3575	1.177	1683	6340	3.77	121	442	3.64 J

Bill Barrett

Date: June 23, 2011
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 6152 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	BTR/LC HZ Well
Operator:	N/A
String type:	Production Liner

Design parameters:**Collapse**

Mud weight: 9.500 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 155 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft
Minimum Drift: 3.875 in

Burst

Max anticipated surface pressure: 1,572 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 2,837 psi

Annular backup: 9.50 ppg

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Liner top: 5,000 ft
Directional Info - Build & Hold
Kick-off point 5123 ft
Departure at shoe: 4885 ft
Maximum dogleg: 8 °/100ft
Inclination at shoe: 91.26 °

Tension is based on buoyed weight.
Neutral point: 5,703 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	5418	4.5	11.60	P-110	LT&C	5748	10418	3.875	26104
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2837	7580	2.672	205	10690	52.25	7.4	279	37.48 J

Bill Barrett

Date: June 23, 2011
Denver, Colorado

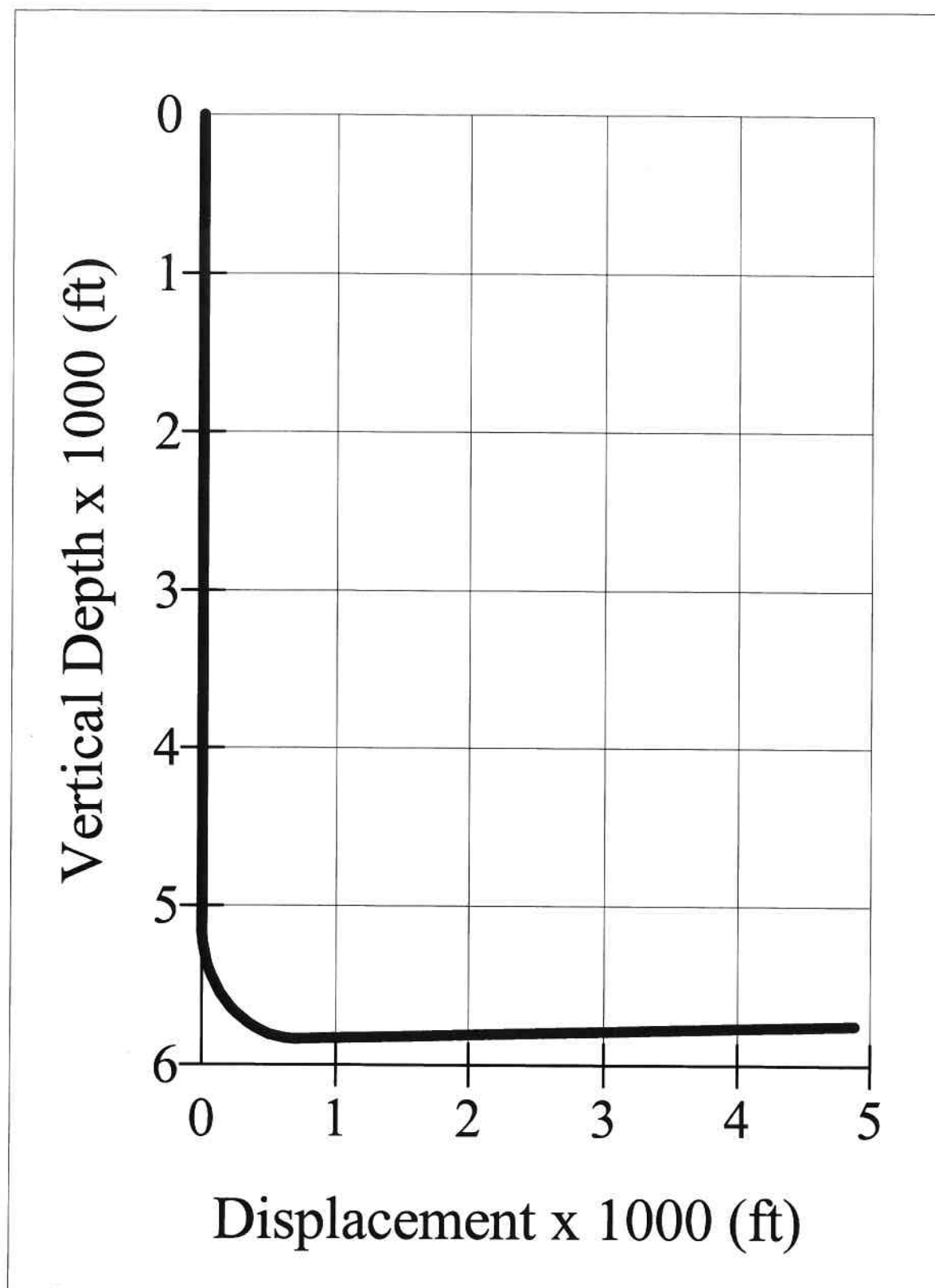
Remarks:

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 5748 ft, a mud weight of 9.5 ppg. The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

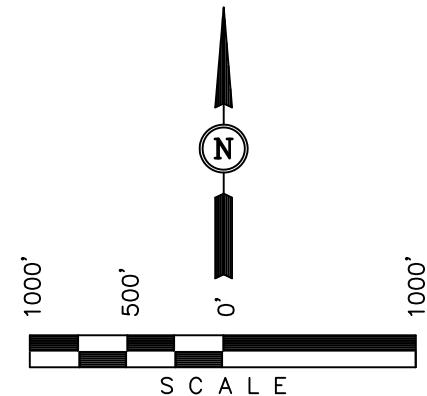
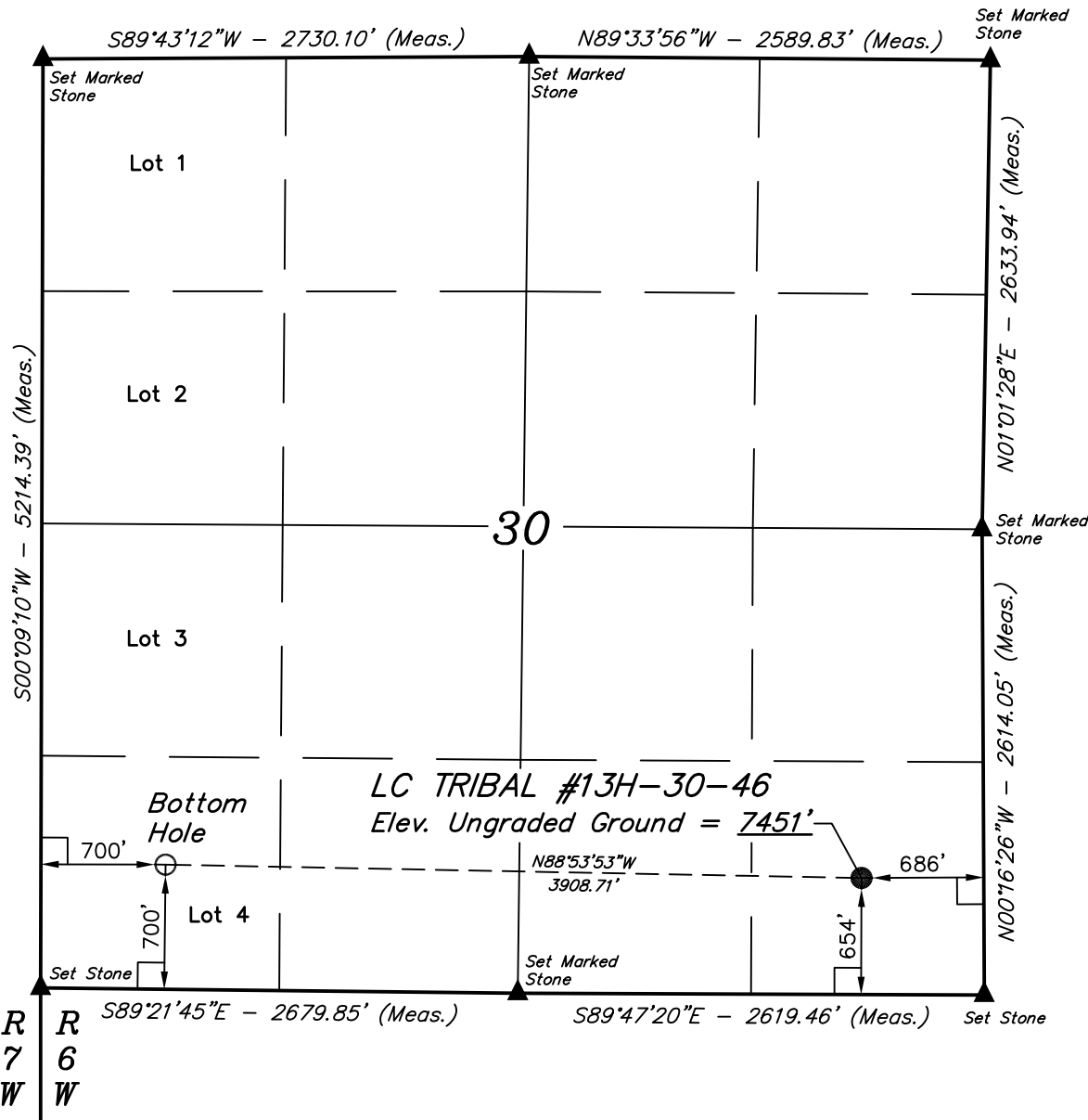
Engineering responsibility for use of this design will be that of the purchaser.



Well location, LC TRIBAL #13H-30-46, located as shown in the SE 1/4 SE 1/4 of Section 30, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



THIS IS TO CERTIFY THAT THE ABOVE PART WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

UTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

| = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°05'55.78" (40.098828)	LATITUDE = 40°05'55.15" (40.098653)
LONGITUDE = 110°36'44.30" (110.612306)	LONGITUDE = 110°35'54.03" (110.598342)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°05'55.93" (40.098869)	LATITUDE = 40°05'55.30" (40.098694)
LONGITUDE = 110°36'41.74" (110.611594)	LONGITUDE = 110°35'51.47" (110.597631)

SCALE
1" = 1000'

PARTY	A.F.	B.A.	K.O.
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WEATHER	WARM
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DATE SURVEYED:	07-11-11
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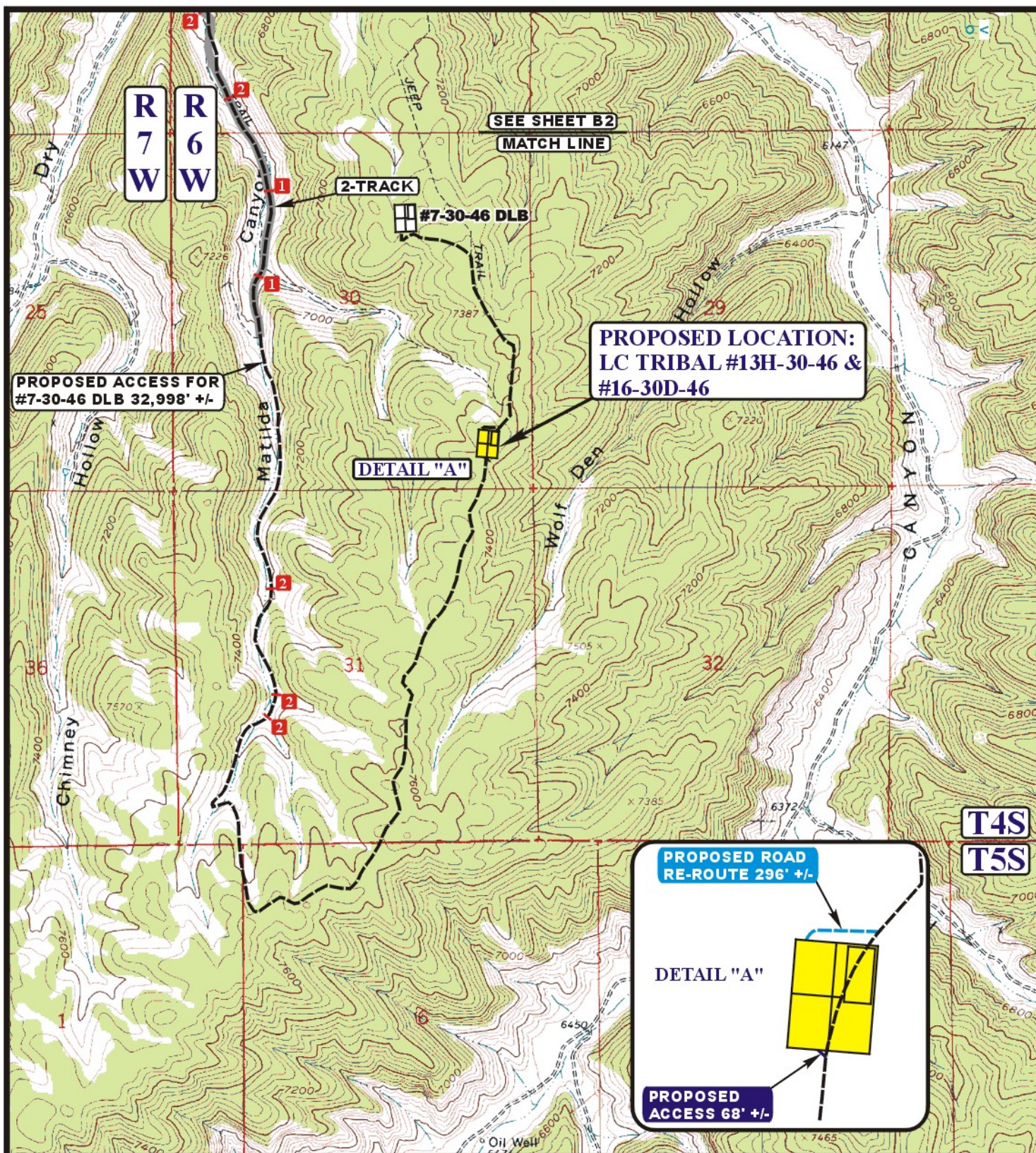
REFERENCES	G.L.O. PLAT
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BILL BARRETT CORPORATION

RECEIVED: March 23, 2012



**LEGEND:**

- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED
- 1 18" CMP REQUIRED
- 2 LOW WATER CROSSING REQUIRED

BILL BARRETT CORPORATION

LC TRIBAL #13H-30-46 & #16-30D-46
SECTION 30, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



ACCESS ROAD
MAP

07 **22** **11**
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 01-12-12

B1
TOPO

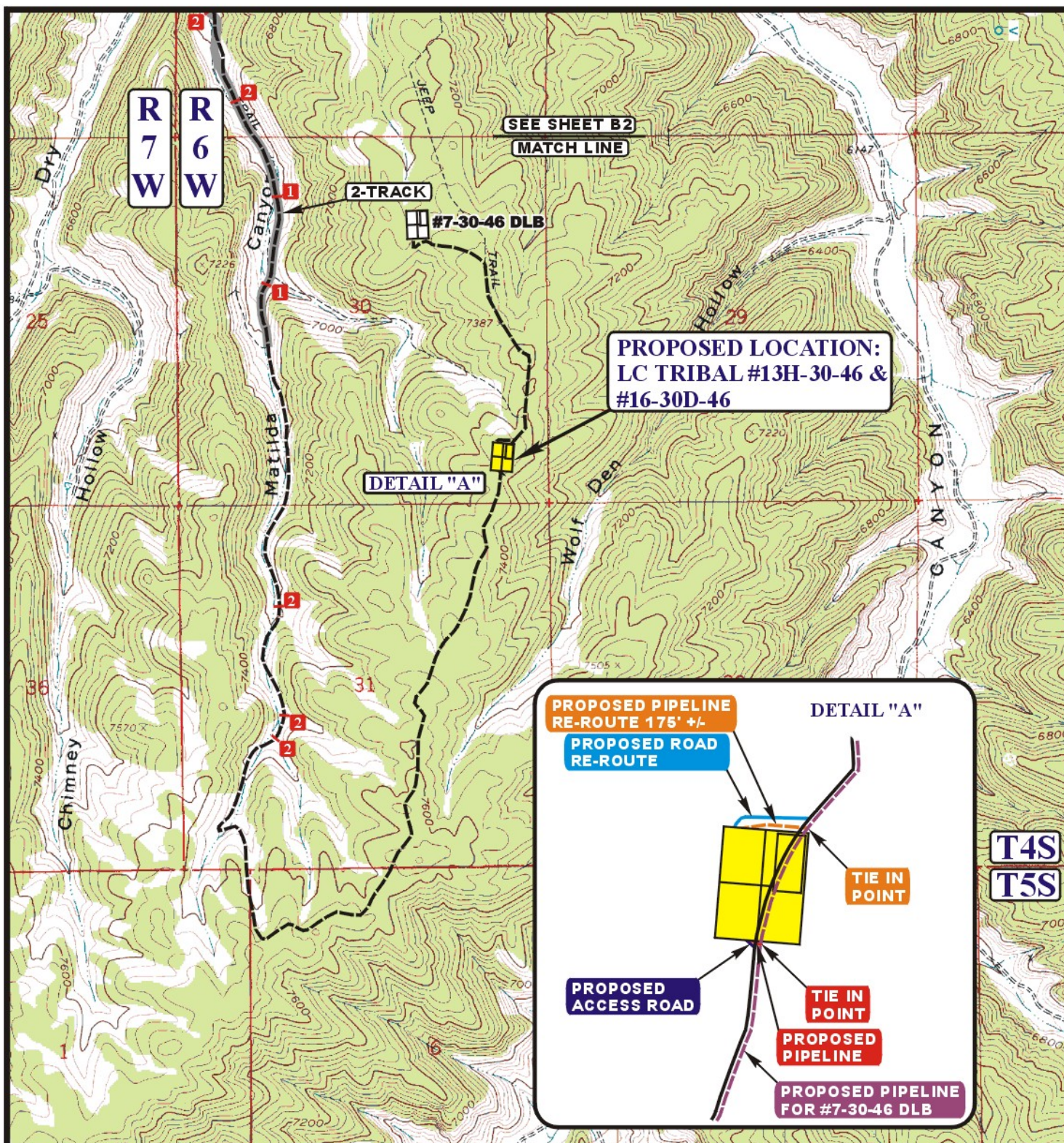


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ACCESS ROAD MAP

07 22 11
MONTH DAY YEAR

B2
TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 70' +/-

LEGEND:

- EXISTING PIPELINE
- - - PROPOSED PIPELINE
- - - PROPOSED PIPELINE (SERVICING OTHER WELLS)
- PROPOSED ACCESS



BILL BARRETT CORPORATION

**LC TRIBAL #13H-30-46 & #16-30D-46
SECTION 30, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4**



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85 South 200 East Vernal, Utah 84078
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**TOPOGRAPHIC
MAP**

07 22 11
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 01-12-12





Bill Barrett Corporation

SITE DETAILS: 13H-30-46 LC Tribal
Lake Canyon

 Site Latitude: 40° 5' 55.298 N
 Site Longitude: 110° 35' 51.472 W

COMPANY DETAILS: BILL BARRETT CORP

 Calculation Method: Minimum Curvature
 Error System: ISCWSA
 Scan Method: Closest Approach 3D
 Error Surface: Elliptical Conic
 Warning Method: Error Ratio

 Positional Uncertainty: 0.0
 Convergence: 0.58
 Local North: True

WELL DETAILS: 13H-30-46 LC Tribal

Ground Level: 7451.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	644267.73	2252425.56	40° 5' 55.298 N	110° 35' 51.472 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
13H-30-46 LC Tribal PBHL	5753.0	64.1	-3906.0	40° 5' 55.928 N	110° 36' 41.738 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

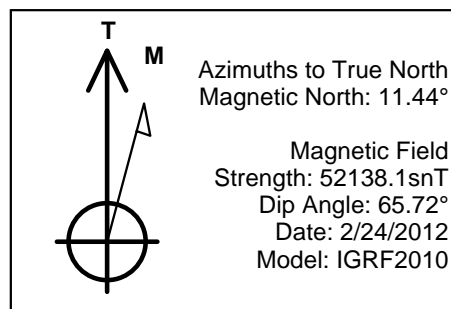
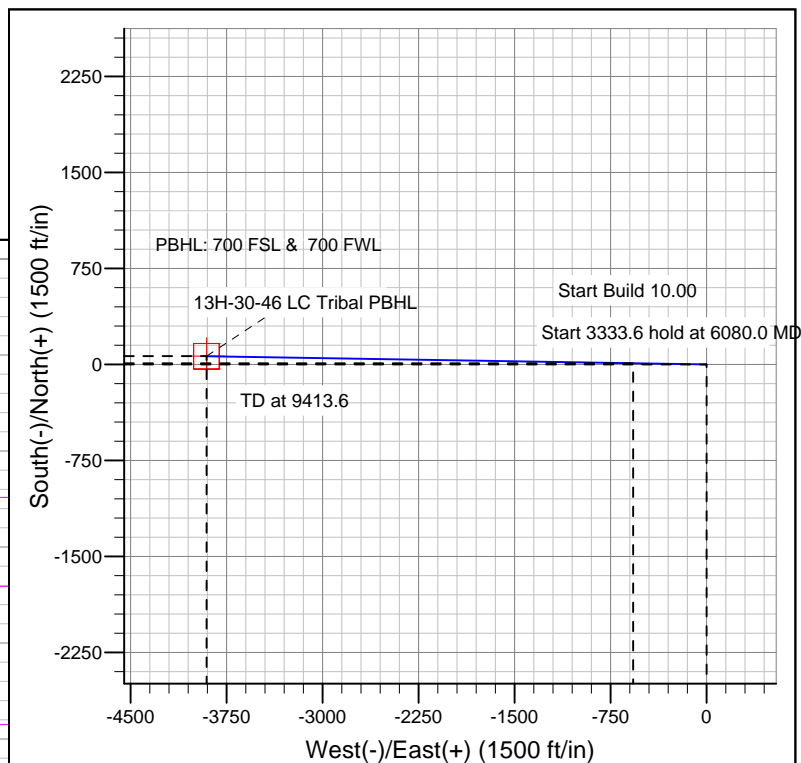
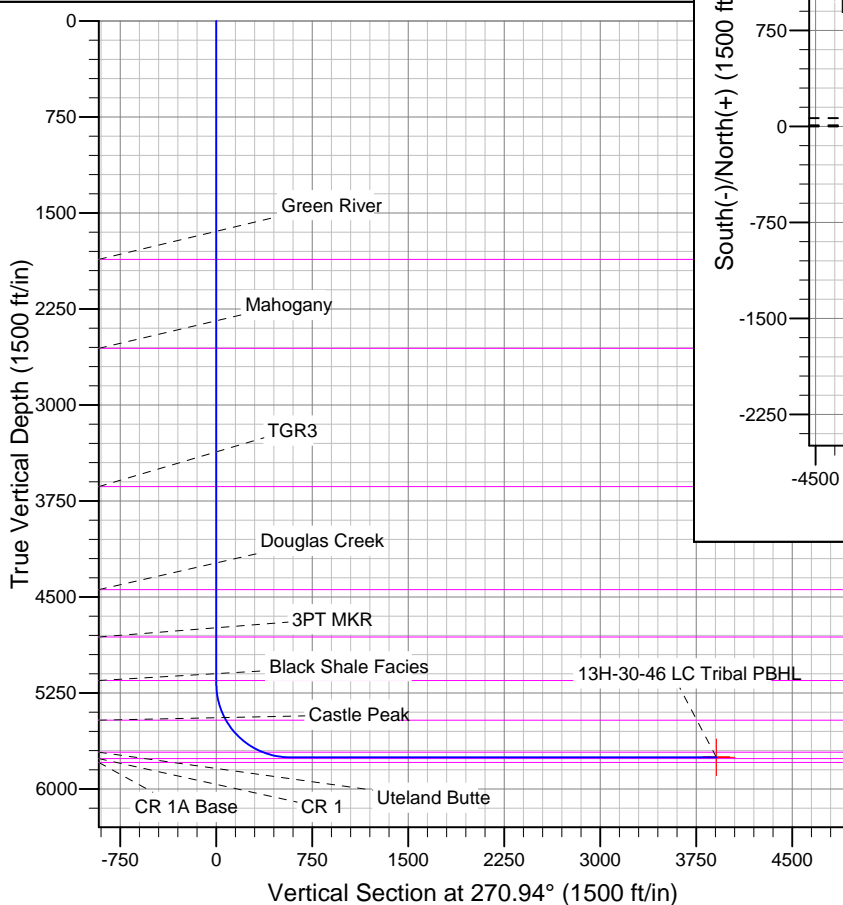
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	5180.0	0.00	0.00	5180.0	0.0	0.0	0.00	0.00	0.0	
3	6080.0	90.00	270.94	5753.0	9.4	-572.9	10.00	270.94	573.0	
4	9413.6	90.00	270.94	5753.0	64.1	-3906.0	0.00	0.00	3906.6	
5	9413.6	0.00	0.00	5753.0	64.1	-3906.0	0.00	180.00	3906.6	13H-30-46 LC Tribal PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
		CR 1
		CR 1A Base
1863.0	1863.0	Green River
2558.0	2558.0	Mahogany
3638.0	3638.0	TGR3
4443.0	4443.0	Douglas Creek
4813.0	4813.0	3PT MKR
5153.0	5153.0	Black Shale Facies
5463.0	5476.0	Castle Peak
5713.0	5864.8	Uteland Butte

CASING DETAILS

No casing data is available



Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 13H-30-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7467.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7467.0ft (Original Well Elev)
Site:	13H-30-46 LC Tribal	North Reference:	True
Well:	13H-30-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	13H-30-46 LC Tribal		
Design:	Design #1		

Project	DUCHESNE COUNTY, UT (NAD 27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Ground Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site		13H-30-46 LC Tribal			
Site Position:		Northing:	644,267.73 ft	Latitude:	40° 5' 55.298 N
From:	Lat/Long	Easting:	2,252,425.56 ft	Longitude:	110° 35' 51.472 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.58 °

Well	13H-30-46 LC Tribal					
Well Position	+N/-S	0.0 ft	Northing:	644,267.73 ft	Latitude:	40° 5' 55.298 N
	+E/-W	0.0 ft	Easting:	2,252,425.56 ft	Longitude:	110° 35' 51.472 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	7,451.0 ft

Wellbore	13H-30-46 LC Tribal				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	2/24/2012	11.45	65.72	52,138

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	270.94

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
5,180.0	0.00	0.00	5,180.0	0.0	0.0	0.00	0.00	0.00	0.00	
6,080.0	90.00	270.94	5,753.0	9.4	-572.9	10.00	10.00	0.00	270.94	
9,413.6	90.00	270.94	5,753.0	64.1	-3,906.0	0.00	0.00	0.00	0.00	
9,413.6	0.00	0.00	5,753.0	64.1	-3,906.0	0.00	0.00	0.00	180.00	13H-30-46 LC Tribal f

Bill Barrett Corp

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Site:	13H-30-46 LC Tribal	North Reference:	True
Well:	13H-30-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	13H-30-46 LC Tribal		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,863.0	0.00	0.00	1,863.0	0.0	0.0	0.0	0.00	0.00	0.00
Green River									
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,558.0	0.00	0.00	2,558.0	0.0	0.0	0.0	0.00	0.00	0.00
Mahogany									
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.0	0.00	0.00	0.00
3,300.0	0.00	0.00	3,300.0	0.0	0.0	0.0	0.00	0.00	0.00
3,400.0	0.00	0.00	3,400.0	0.0	0.0	0.0	0.00	0.00	0.00
3,500.0	0.00	0.00	3,500.0	0.0	0.0	0.0	0.00	0.00	0.00
3,600.0	0.00	0.00	3,600.0	0.0	0.0	0.0	0.00	0.00	0.00
3,638.0	0.00	0.00	3,638.0	0.0	0.0	0.0	0.00	0.00	0.00
TGR3									
3,700.0	0.00	0.00	3,700.0	0.0	0.0	0.0	0.00	0.00	0.00
3,800.0	0.00	0.00	3,800.0	0.0	0.0	0.0	0.00	0.00	0.00
3,900.0	0.00	0.00	3,900.0	0.0	0.0	0.0	0.00	0.00	0.00
4,000.0	0.00	0.00	4,000.0	0.0	0.0	0.0	0.00	0.00	0.00
4,100.0	0.00	0.00	4,100.0	0.0	0.0	0.0	0.00	0.00	0.00
4,200.0	0.00	0.00	4,200.0	0.0	0.0	0.0	0.00	0.00	0.00
4,300.0	0.00	0.00	4,300.0	0.0	0.0	0.0	0.00	0.00	0.00
4,400.0	0.00	0.00	4,400.0	0.0	0.0	0.0	0.00	0.00	0.00
4,443.0	0.00	0.00	4,443.0	0.0	0.0	0.0	0.00	0.00	0.00
Douglas Creek									
4,500.0	0.00	0.00	4,500.0	0.0	0.0	0.0	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

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Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7467.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7467.0ft (Original Well Elev)
Site:	13H-30-46 LC Tribal	North Reference:	True
Well:	13H-30-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	13H-30-46 LC Tribal		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,600.0	0.00	0.00	4,600.0	0.0	0.0	0.0	0.00	0.00	0.00
4,700.0	0.00	0.00	4,700.0	0.0	0.0	0.0	0.00	0.00	0.00
4,800.0	0.00	0.00	4,800.0	0.0	0.0	0.0	0.00	0.00	0.00
4,813.0	0.00	0.00	4,813.0	0.0	0.0	0.0	0.00	0.00	0.00
3PT MKR									
4,900.0	0.00	0.00	4,900.0	0.0	0.0	0.0	0.00	0.00	0.00
5,000.0	0.00	0.00	5,000.0	0.0	0.0	0.0	0.00	0.00	0.00
5,100.0	0.00	0.00	5,100.0	0.0	0.0	0.0	0.00	0.00	0.00
5,153.0	0.00	0.00	5,153.0	0.0	0.0	0.0	0.00	0.00	0.00
Black Shale Facies									
5,180.0	0.00	0.00	5,180.0	0.0	0.0	0.0	0.00	0.00	0.00
5,200.0	2.00	270.94	5,200.0	0.0	-0.3	0.3	10.00	10.00	0.00
5,300.0	12.00	270.94	5,299.1	0.2	-12.5	12.5	10.00	10.00	0.00
5,400.0	22.00	270.94	5,394.6	0.7	-41.7	41.7	10.00	10.00	0.00
5,476.0	29.60	270.94	5,463.0	1.2	-74.8	74.8	10.00	10.00	0.00
Castle Peak									
5,500.0	32.00	270.94	5,483.6	1.4	-87.1	87.1	10.00	10.00	0.00
5,600.0	42.00	270.94	5,563.4	2.4	-147.1	147.2	10.00	10.00	0.00
5,700.0	52.00	270.94	5,631.5	3.6	-220.2	220.2	10.00	10.00	0.00
5,800.0	62.00	270.94	5,685.9	5.0	-303.9	304.0	10.00	10.00	0.00
5,864.8	68.48	270.94	5,713.0	5.9	-362.7	362.7	10.00	10.00	0.00
Uteland Butte									
5,900.0	72.00	270.94	5,724.9	6.5	-395.9	395.9	10.00	10.00	0.00
6,000.0	82.00	270.94	5,747.4	8.1	-493.2	493.2	10.00	10.00	0.00
6,080.0	90.00	270.94	5,753.0	9.4	-572.9	573.0	10.00	10.00	0.00
6,100.0	90.00	270.94	5,753.0	9.7	-592.9	593.0	0.00	0.00	0.00
6,200.0	90.00	270.94	5,753.0	11.4	-692.9	693.0	0.00	0.00	0.00
6,300.0	90.00	270.94	5,753.0	13.0	-792.9	793.0	0.00	0.00	0.00
6,400.0	90.00	270.94	5,753.0	14.6	-892.8	893.0	0.00	0.00	0.00
6,500.0	90.00	270.94	5,753.0	16.3	-992.8	993.0	0.00	0.00	0.00
6,600.0	90.00	270.94	5,753.0	17.9	-1,092.8	1,093.0	0.00	0.00	0.00
6,700.0	90.00	270.94	5,753.0	19.6	-1,192.8	1,193.0	0.00	0.00	0.00
6,800.0	90.00	270.94	5,753.0	21.2	-1,292.8	1,293.0	0.00	0.00	0.00
6,900.0	90.00	270.94	5,753.0	22.8	-1,392.8	1,393.0	0.00	0.00	0.00
7,000.0	90.00	270.94	5,753.0	24.5	-1,492.8	1,493.0	0.00	0.00	0.00
7,100.0	90.00	270.94	5,753.0	26.1	-1,592.7	1,593.0	0.00	0.00	0.00
7,200.0	90.00	270.94	5,753.0	27.8	-1,692.7	1,693.0	0.00	0.00	0.00
7,300.0	90.00	270.94	5,753.0	29.4	-1,792.7	1,793.0	0.00	0.00	0.00
7,400.0	90.00	270.94	5,753.0	31.0	-1,892.7	1,893.0	0.00	0.00	0.00
7,500.0	90.00	270.94	5,753.0	32.7	-1,992.7	1,993.0	0.00	0.00	0.00
7,600.0	90.00	270.94	5,753.0	34.3	-2,092.7	2,093.0	0.00	0.00	0.00
7,700.0	90.00	270.94	5,753.0	36.0	-2,192.7	2,193.0	0.00	0.00	0.00
7,800.0	90.00	270.94	5,753.0	37.6	-2,292.6	2,293.0	0.00	0.00	0.00
7,900.0	90.00	270.94	5,753.0	39.2	-2,392.6	2,393.0	0.00	0.00	0.00
8,000.0	90.00	270.94	5,753.0	40.9	-2,492.6	2,493.0	0.00	0.00	0.00
8,100.0	90.00	270.94	5,753.0	42.5	-2,592.6	2,593.0	0.00	0.00	0.00
8,200.0	90.00	270.94	5,753.0	44.2	-2,692.6	2,693.0	0.00	0.00	0.00
8,300.0	90.00	270.94	5,753.0	45.8	-2,792.6	2,793.0	0.00	0.00	0.00
8,400.0	90.00	270.94	5,753.0	47.4	-2,892.6	2,893.0	0.00	0.00	0.00
8,500.0	90.00	270.94	5,753.0	49.1	-2,992.6	2,993.0	0.00	0.00	0.00
8,600.0	90.00	270.94	5,753.0	50.7	-3,092.5	3,093.0	0.00	0.00	0.00
8,700.0	90.00	270.94	5,753.0	52.4	-3,192.5	3,193.0	0.00	0.00	0.00
8,800.0	90.00	270.94	5,753.0	54.0	-3,292.5	3,293.0	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 13H-30-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7467.0ft (Original Well Elev)
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Well:	13H-30-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	13H-30-46 LC Tribal		
Design:	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
8,900.0	90.00	270.94	5,753.0	55.6	-3,392.5	3,393.0	0.00	0.00	0.00	
9,000.0	90.00	270.94	5,753.0	57.3	-3,492.5	3,493.0	0.00	0.00	0.00	
9,100.0	90.00	270.94	5,753.0	58.9	-3,592.5	3,593.0	0.00	0.00	0.00	
9,200.0	90.00	270.94	5,753.0	60.6	-3,692.5	3,693.0	0.00	0.00	0.00	
9,300.0	90.00	270.94	5,753.0	62.2	-3,792.4	3,793.0	0.00	0.00	0.00	
9,400.0	90.00	270.94	5,753.0	63.8	-3,892.4	3,893.0	0.00	0.00	0.00	
9,413.6	0.00	0.00	5,753.0	64.1	-3,906.0	3,906.6	662.05	-662.05	0.00	

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
1,863.0	1,863.0	Green River		0.00		
2,558.0	2,558.0	Mahogany		0.00		
3,638.0	3,638.0	TGR3		0.00		
4,443.0	4,443.0	Douglas Creek		0.00		
4,813.0	4,813.0	3PT MKR		0.00		
5,153.0	5,153.0	Black Shale Facies		0.00		
5,476.0	5,463.0	Castle Peak		0.00		
5,864.8	5,713.0	Uteland Butte		0.00		
	5,763.0	CR 1		0.00		
	5,793.0	CR 1A Base		0.00		

SURFACE USE PLAN

BILL BARRETT CORPORATION **LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad** **Duchesne County, Utah**

<u>LC Tribal 13H-30-46</u>	<u>LC Tribal 16-30D-46</u>
SE SE, 654' FSL & 686' FEL, Sec. 30, T4S-R6W (surface hole) Lot 4 (SW SW), 700' FSL & 700' FWL, Sec. 30, T4S-R6W (bottom hole)	SE SE, 670' FSL & 685' FEL, Sec. 30, T4S-R6W (surface hole) SE SE, 810' FSL & 810' FEL, Sec. 30, T4S-R6W (bottom hole)

The onsite inspection for this pad occurred on November 15, 2011. This is a new pad with a total of two proposed wells. Plat changes and site specific stipulations requested at the onsite are reflected within this APD and summarized below.

- a) Updated topo maps B and C and damage plats to reflect that a portion of the access road and pipeline were previously permitted for the 7-30-46 DLB;
- b) Updated Figure 1 to round corner 6 approximately 10 feet;
- c) Relocated topsoil from corners 1 & 8 area to the area between corners 1 & 3 and corner C area;
- d) Updated Figure 2 to reflect updated disturbance area;
- e) Project is located within spring Elk calving area.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. **Existing Roads:**

- a. The proposed well site is located approximately 21.5 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The existing State maintained Highway 40 would be utilized from Duchesne for 8.3 miles to the existing Duchesne County maintained Strawberry River Road. The Strawberry River Road would be utilized for 7.0 miles to the existing BBC maintained 1-13-47 BTR access road that would be utilized for 100 feet and provides access to the planned new access road.
- c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.

Bill Barrett Corporation
Surface Use Plan
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
Duchesne County, UT

- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.
- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permits are required.
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

- a. Approximately 68 feet of new access road and a 296 foot proposed access road re-route is planned from the existing/approved 7-30-46 DLB access road (ROW H62-2010-064). The previously approved 7-30-46 DLB access road continues an additional 32,998 feet to the existing 1-13-47 BTR access road (see Topographic Map B). The proposed access road crosses entirely Ute Tribe surface.
- b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.

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LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
Duchesne County, UT

- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.
- h. Turnouts are not proposed.
- i. No culverts or low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
- j. No gates or cattle guards are anticipated at this time.
- k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
- m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see One-Mile Radius Map):

- a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:
 - i. water wells none
 - ii. injection wells none
 - iii. disposal wells none
 - iv. drilling wells none
 - v. temp shut-in wells none
 - vi. producing wells none
 - vii. abandoned wells none

4. Location of Production Facilities

- a. Surface facilities would consist of a wellhead, separator, gas meter, combustor, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or ESP or gas lift unit, electrical or with a natural gas or diesel

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fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.

- b. Most wells would be fitted with a pump jack or Roto-flex unit or ESP or gas lift to assist liquid production. The prime mover for pump jacks or Roto-flex units would be small (100 horsepower or less), electric motor or natural gas or diesel fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 25 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by electricity.
- c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.
- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 70 feet of pipeline corridor with 175 feet of proposed pipeline reroute (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed to the existing/approved (ROW H62-2011-006) 7-30-46 DLB pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Tribe surface.
- g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.
- h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.

Bill Barrett Corporation
 Surface Use Plan
 LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
 Duchesne County, UT

- i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.
- j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Beetle Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.
- k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.
- l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

- a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River

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 LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
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Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River
43-2505, Appln t37379	McKinnon Ranch Properties, LC	1.3 cfs	4/28/2011	Pumped from Sec, 17, T4SR6W	Water Canyon Lake
43-12415, Change A17215a	Peatross Ranch, LLC	1.89 cfs	09/2011	Dugout Pond	Strawberry River

- b. No new water well is proposed with this application.
 - c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.
 - d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.
6. Source of Construction Material:
 - a. The use of materials would conform to 43 CFR 3610.2-3.
 - b. No construction materials would be removed from the lease or EDA area.
 - c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.
7. Methods of Handling Waste Disposal:
 - a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
 - b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
 - c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

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- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the following state-approved disposal facilities:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley
7. Western Water Solutions – Sand Pass Ranch, Sections 9 and 10, T4S-R1W, permit #WD-01-2011

- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.
- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

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- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.
- m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

- a. Garbage containers and portable toilets would be located on the well pad.
- b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
- c. A powerline corridor is not proposed at this time but may be applied for in the future.

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LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
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9. Well Site Layout:

- a. The well would be properly identified in accordance with 43 CFR 3162.6.
- b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
- c. The pad and road designs are consistent with industry specifications.
- d. The pad has been staked at its maximum size of 384 feet x 305 feet with an inboard reserve pit size of 205 feet x 100 feet x 8 feet deep. See section 12.d below for disturbance estimates.
- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.
- i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.
- j. Water application may be implemented if necessary to minimize the amount of fugitive dust.
- k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

- a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.

Bill Barrett Corporation
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LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
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- b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.
- c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.
- e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.
- f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

- a. Surface ownership - Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.
- b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

12. Other Information:

- a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 11-247 (U-11-MQ-0740i,p,s) dated September 29, 2011.

Bill Barrett Corporation
Surface Use Plan
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
Duchesne County, UT

- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.
- d. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.667	acres	
Access	364 feet	0.191	acres	
Pipeline	245 feet	0	acres	(Within the pad damage area)
Total		3.858	acres	

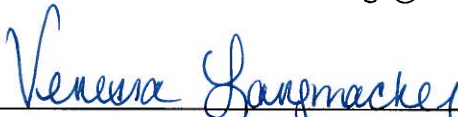
Bill Barrett Corporation
Surface Use Plan
LC Tribal 13H-30-46 & LC Tribal 16-30D-46 Pad
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

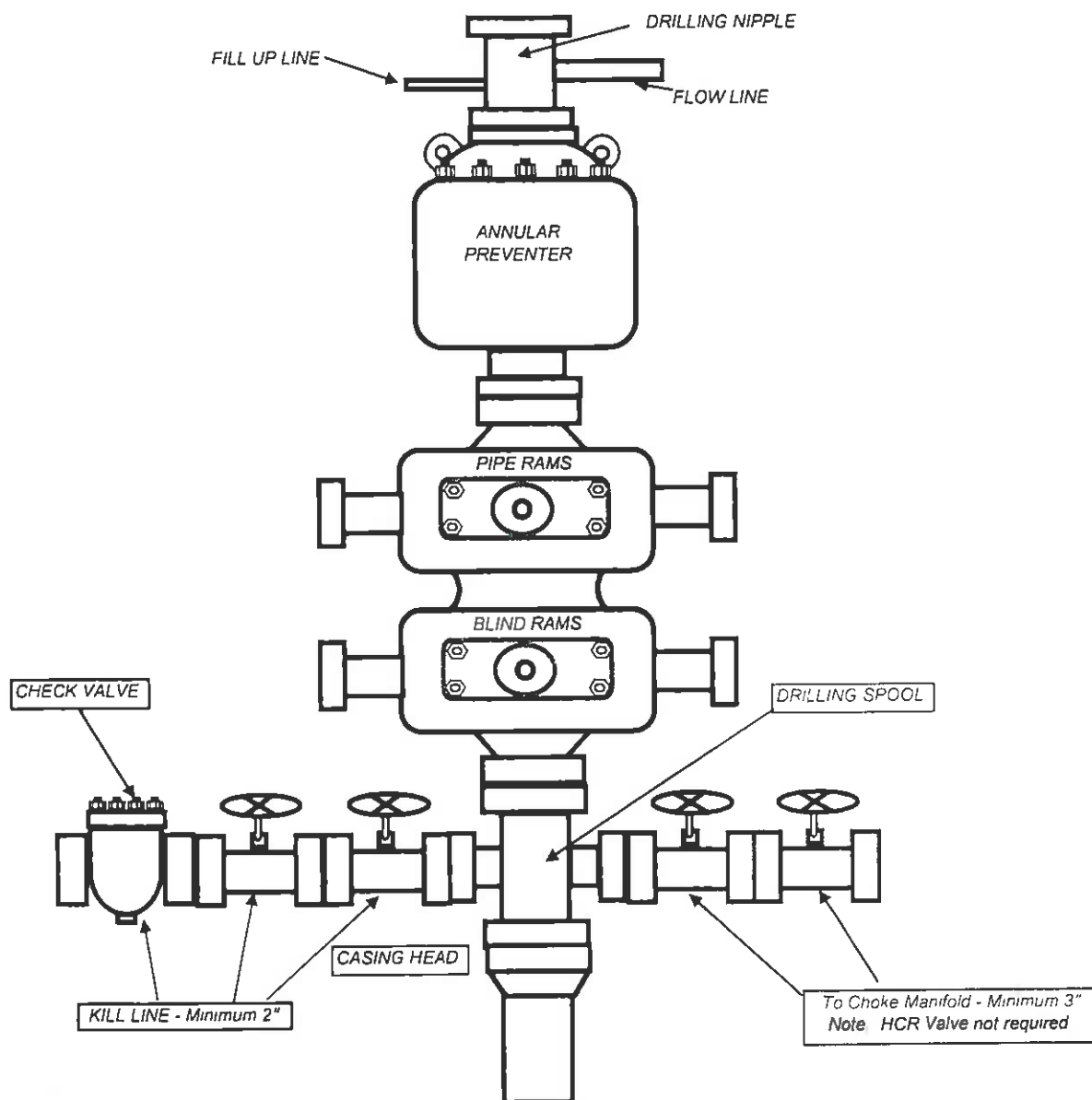
Executed this 23rd day of March 2012
Name: Venessa Langmacher
Position Title: Senior Permit Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8172
E-mail: vlangmacher@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com



Venessa Langmacher, Senior Permit Analyst

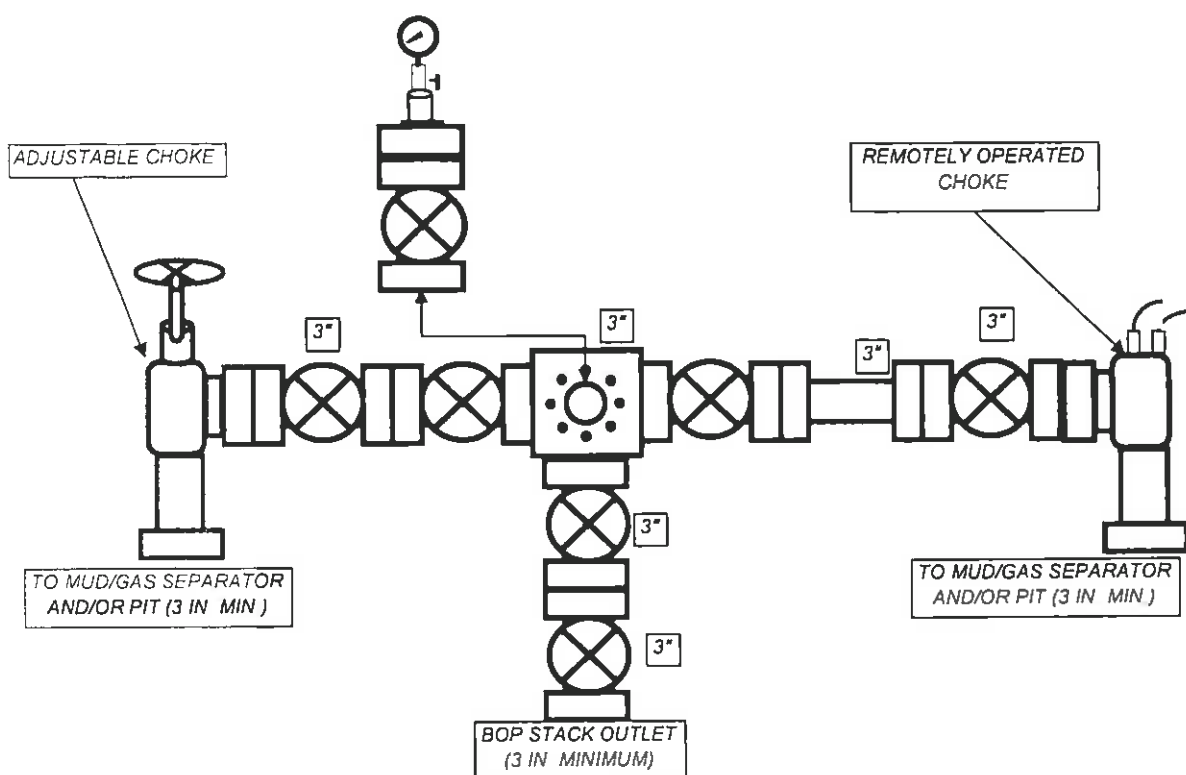
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD





Bill Barrett Corporation

March 23, 2012

Ms. Diana Mason, Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

**RE: Horizontal Drilling
LC Tribal # 13H-30-46
Section 30, T4S-R6W, U.S.B.&M.
Duchesne County, Utah**

**Surface Hole Location: 654' FSL & 686' FEL, SESE, 30-T4S-R6W, USB&M
Bottom Hole Location: 700' FSL & 700' FWL, SWSW, 30-T4S-R6W, USB&M**

Dear Ms. Mason:

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill ("APD") regarding the above-referenced well, we are hereby submitting this letter in accordance with Oil & Gas Conservation Rule R649-3-2 pertaining to a temporary 640 acre spacing unit for a horizontal well.

- Tribal Exploration and Development Agreement #14-20-H62-5500, which includes all of the subject Section 30 and other lands, allows for the drilling of the #13H-30-46 well.
- Once the well has been drilled and completed BBC will earn the tribal lease covering 640 "deep depth" acres being further described in the Exploration and Development Agreement.
- The LC Tribal #13H-30-46 will be perforated no less than 640 feet from the Section 30 Tribal Lease boundary, in accordance with R649-3-2(3).

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-2. If you should have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

BILL BARRETT CORPORATION

David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

LC TRIBAL #13H-30-46 & #16-30D-46
SECTION 30, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #1

SCALE: 1" = 60'

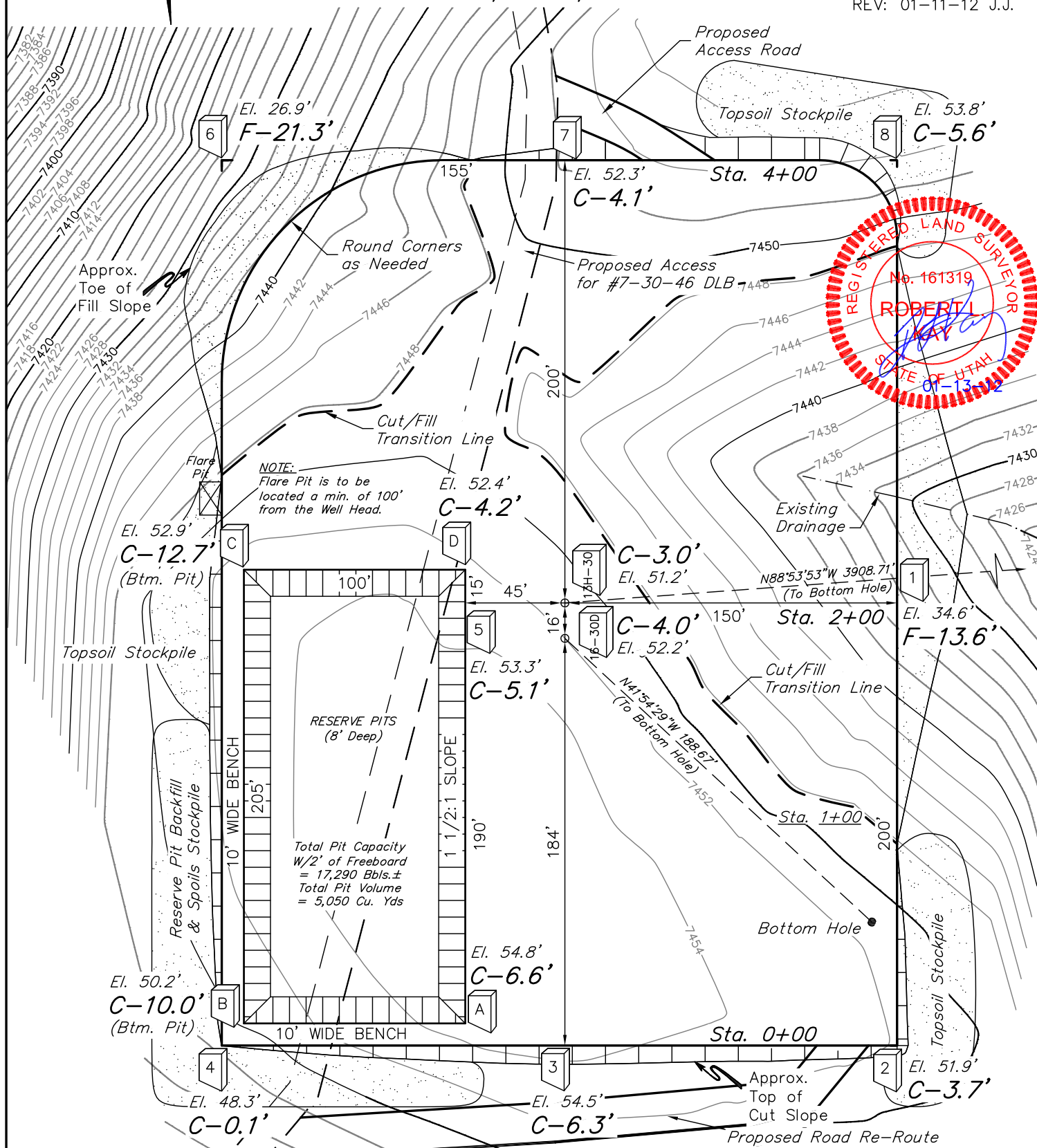
DATE: 08-08-11

DRAWN BY: K.O.

REV: 11-05-11

REV: 11-30-11 B.D.H.

REV: 01-11-12 J.J.



Elev. Ungraded Ground At #13H-30 Loc. Stake = 7451.2'
FINISHED GRADE ELEV. AT #13H-30 LOC. STAKE = 7448.2'

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RECEIVED: March 23, 2012

BILL BARRETT CORPORATION**TYPICAL CROSS SECTIONS FOR**

LC TRIBAL #13H-30-46 & #16-30D-46

SECTION 30, T4S, R6W, U.S.B.&M.

SE 1/4 SE 1/4

1" = 40'
X-Section
Scale
1" = 100'

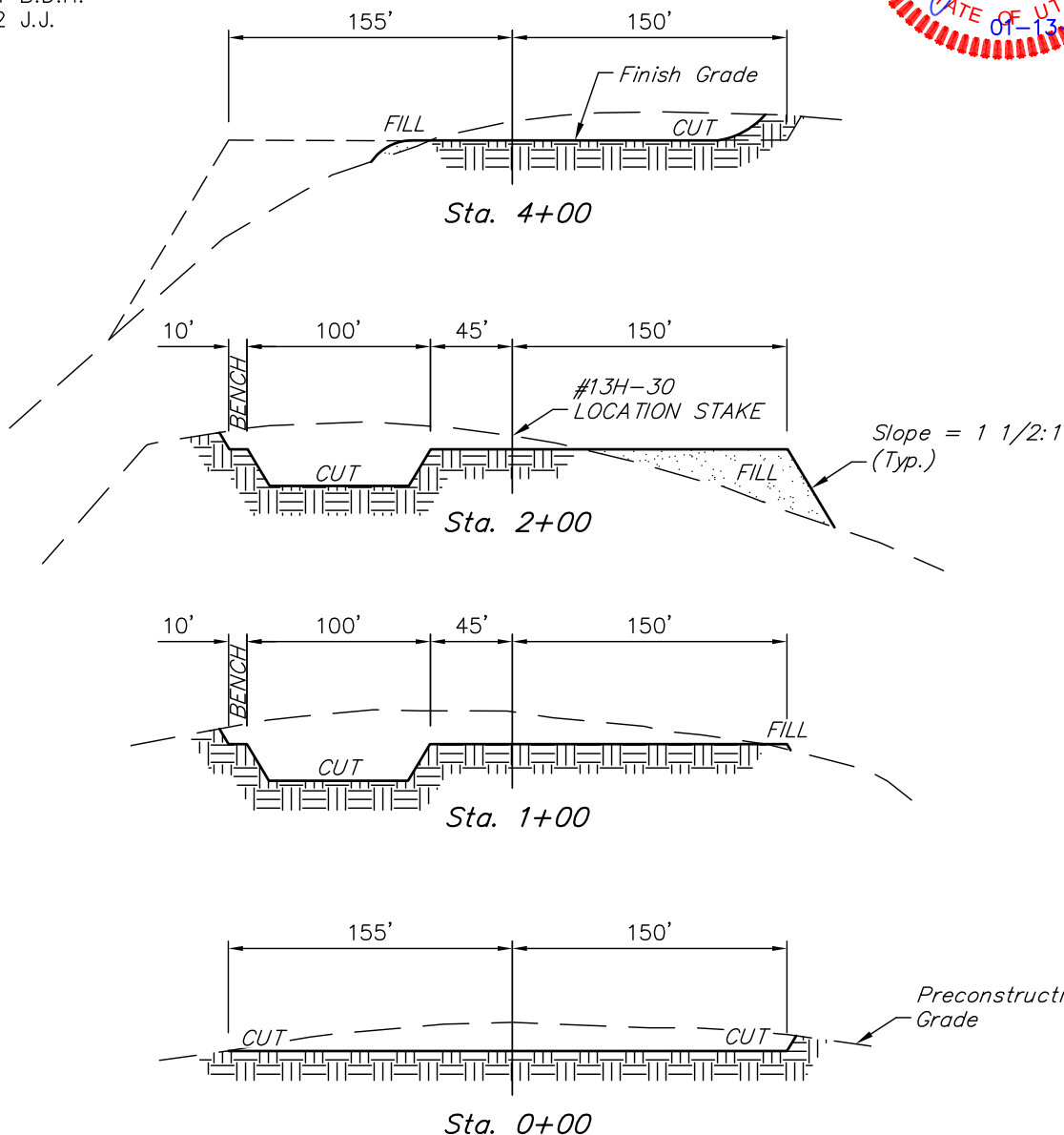
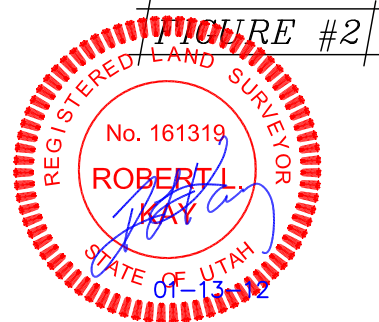
DATE: 08-08-11

DRAWN BY: K.O.

REV: 11-05-11

REV: 11-30-11 B.D.H.

REV: 01-11-12 J.J.

**NOTE:**

Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

*** NOTE:**

FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = 5,270 Cu. Yds.
Remaining Location = 15,310 Cu. Yds.
TOTAL CUT = 20,580 CU.YDS.
FILL = 12,780 CU.YDS.

EXCESS MATERIAL = 7,800 Cu. Yds.
Topsoil & Pit Backfill = 7,800 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

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RECEIVED: March 23, 2012

BILL BARRETT CORPORATION

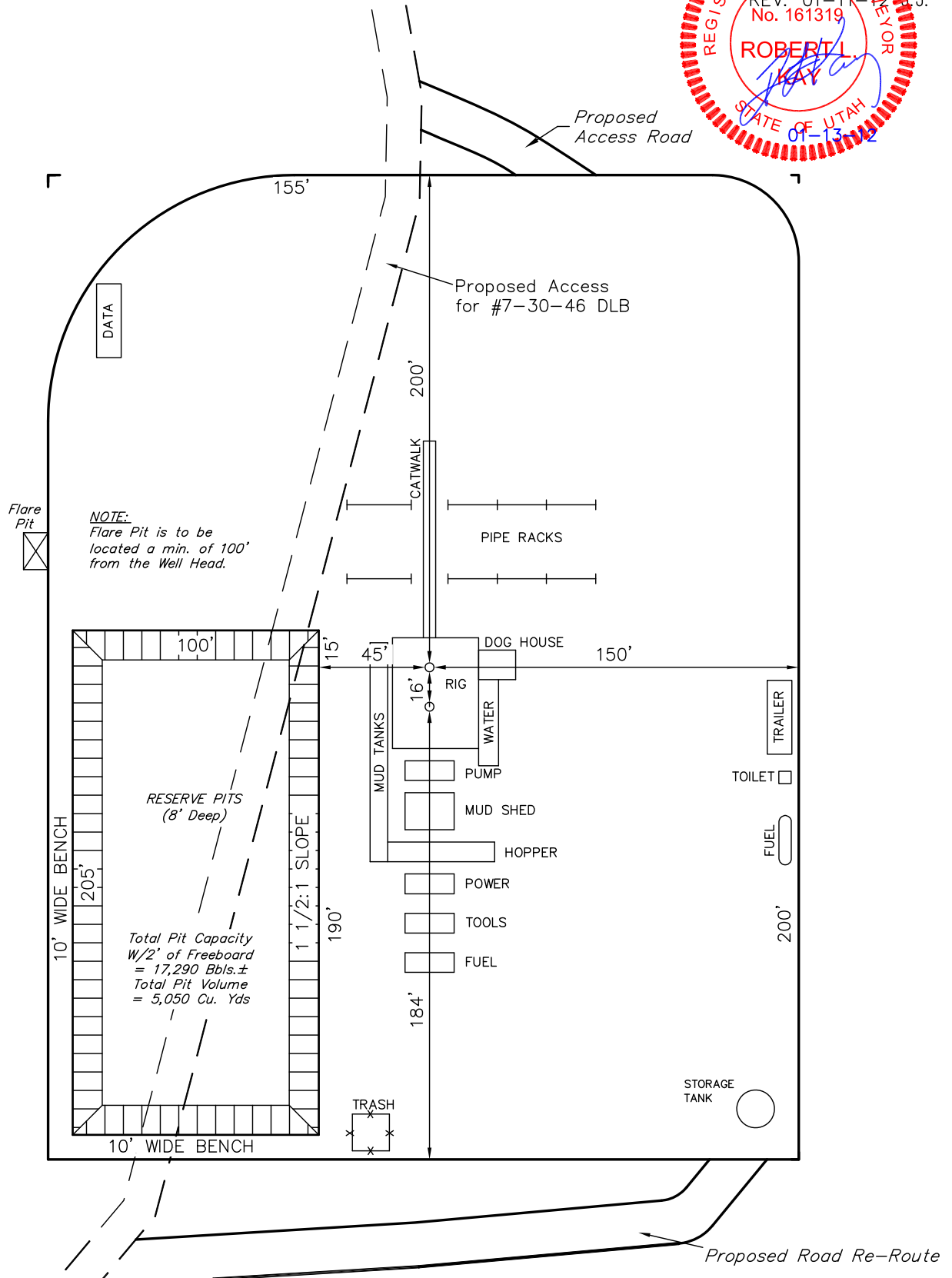
TYPICAL RIG LAYOUT FOR

LC TRIBAL #13H-30-46 & #16-30D-46
SECTION 30, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #3

SCALE: 1" = 60'
DATE: 08-08-11
DRAWN BY: K.O.
REV: 01-08-11
EV: 11-30-11 B.D.H.
REV: 01-11-12 J.J.
No. 161319

01-13-12



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RECEIVED: March 23, 2012

BILL BARRETT CORPORATION**INTERIM RECLAMATION PLAN FOR**

LC TRIBAL #13H-30-46 & #16-30D-46

SECTION 30, T4S, R6W, U.S.B.&M.

SE 1/4 SE 1/4

FIGURE #4

SCALE: 1" = 60'

DATE: 08-08-11

DRAWN BY: K.O.

REV: 01-11-11

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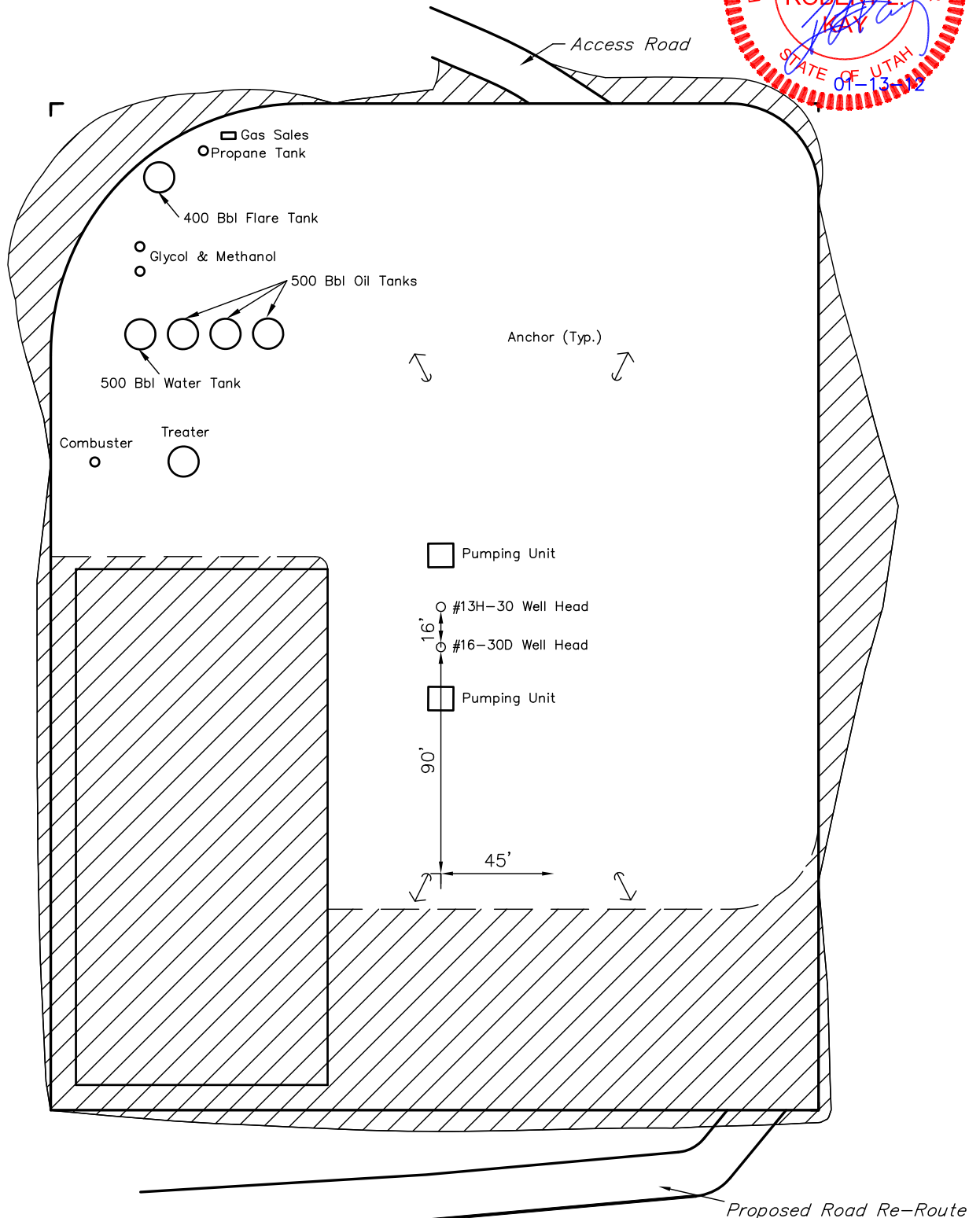
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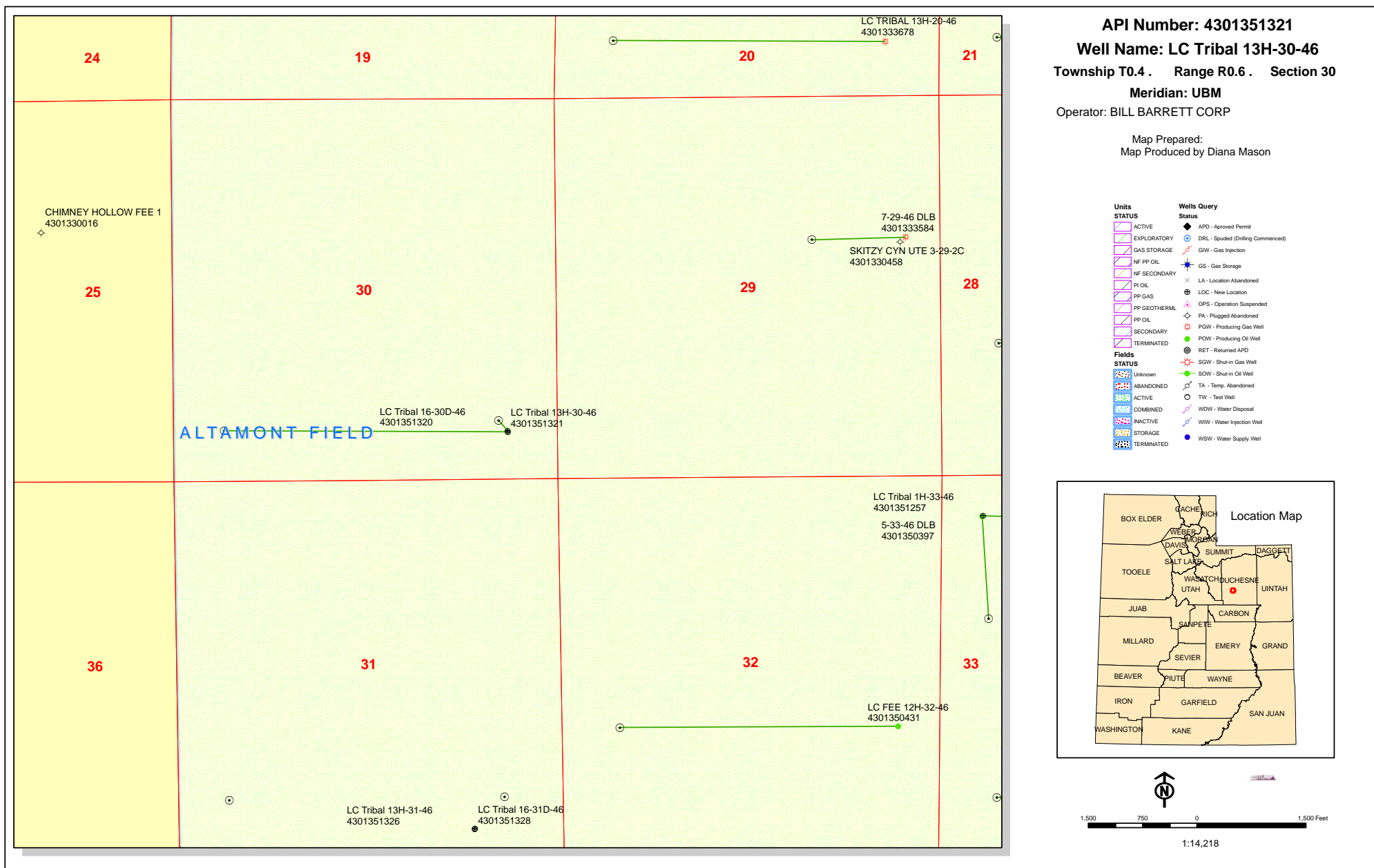
INTERIM RECLAMATION

APPROXIMATE ACREAGES
 UN-RECLAIMED = ± 1.870 ACRES

UINTAH ENGINEERING & LAND SURVEYING

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RECEIVED: March 23, 2012



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 3/23/2012

API NO. ASSIGNED: 43013513210000

WELL NAME: LC Tribal 13H-30-46

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SESE 30 040S 060W

Permit Tech Review: ☒

SURFACE: 0654 FSL 0686 FEL

Engineering Review: ☐

BOTTOM: 0700 FSL 0700 FWL

Geology Review: ☒

COUNTY: DUCHESNE

LATITUDE: 40.09860

LONGITUDE: -110.59848

UTM SURF EASTINGS: 534225.00

NORTHINGS: 4438778.00

FIELD NAME: ALTAMONT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005500

PROPOSED PRODUCING FORMATION(S): UTELAND BUTTE

SURFACE OWNER: 2 - Indian

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

LOCATION AND SITING:

☒ PLAT☐ R649-2-3.☒ Bond: INDIAN - LPM8874725

Unit:

☐ Potash☐ R649-3-2. General☐ Oil Shale 190-5☐ Oil Shale 190-3☐ R649-3-3. Exception☐ Oil Shale 190-13☒ Drilling Unit☒ Water Permit: 43-180

Board Cause No: Cause 139-87

☐ RDCC Review:

Effective Date: 12/6/2011

☐ Fee Surface Agreement

Siting: 4 Prod LGRRV-WSTC Per Sectional Drilling Units

☐ Intent to Commingle☐ R649-3-11. Directional Drill

Commingle Approved

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
27 - Other - bhill

RECEIVED: April 04, 2012



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: LC Tribal 13H-30-46

API Well Number: 43013513210000

Lease Number: 2OG0005500

Surface Owner: INDIAN

Approval Date: 4/4/2012

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-87. The expected producing formation or pool is the UTELAND BUTTE Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R. 649-3-21, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil &

Gas website
at <http://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "J. Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

MAR 26 2012

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER

BLM

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 20G0005500
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name UINTAH AND OURAY
2. Name of Operator BILL BARRETT CORPORATION		7. If Unit or CA Agreement, Name and No.
Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		8. Lease Name and Well No. LC TRIBAL 13H-30-46
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420	9. API Well No. 43-013-51321
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SESE 654FSL 686FEL 40.098653 N Lat, 110.598342 W Lon At proposed prod. zone Lot 4 700FSL 700FWL 40.098828 N Lat, 110.612306 W Lon		10. Field and Pool, or Exploratory ALTAMONT
14. Distance in miles and direction from nearest town or post office* 21.5 MILES SOUTHWEST OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 30 T4S R6W Mer UBM SME: BIA
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 700' (BTM. HOLE)	16. No. of Acres in Lease 124793.50	12. County or Parish DUCHESNE
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. NONE	19. Proposed Depth 9414 MD 5753 TVD	13. State UT
21. Elevations (Show whether DF, KB, RT, GL, etc.) 7451 GL	22. Approximate date work will start 11/01/2012	17. Spacing Unit dedicated to this well 640.00
		20. BLM/BIA Bond No. on file WYB000040
		23. Estimated duration 60 DAYS (D&C)

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 03/23/2012
Title SENIOR PERMIT ANALYST		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date OCT 17 2012
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

RECEIVED

Additional Operator Remarks (see next page)

OCT 22 2012

Electronic Submission #133775 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 03/27/2012 (12LBR0298AE)

DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

UDOGM

** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED **

17TV 11/21/12 11/21/12



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: LC Tribal 13H-30-46
API No: 43-013-51321

Location: SESE, Sec. 30, T4S, R6W
Lease No: 2OG0005500
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

***SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)***

Additional Stipulations:

- All Production Equipment will be painted Beetle Green to help blend into the surrounding vegetation and meet VRM type objectives.
- Corner #6 of the proposed pad must be rounded 10 feet to help minimize fill on that corner.
- Topsoil will be relocated from corners 1 & 8 to the area between corners 1 & 3 and corner C area. Topsoil will be windrowed and be used for reclamation purposes only.
- See Exhibit One of the approved EA U&O-FY12-Q2-086 for additional mitigation measures that must be followed for this proposed action.

General Conditions of Approval:

- A 30' foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipelines.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the "umbrella" of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- Bill Barrett Corporation will implement a "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COA's, and/or ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.

- The personnel from the Ute Tribe Energy & Minerals Department shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- A formation integrity test shall be performed at the surface casing shoe
- Gamma Ray Log shall be run from Total Depth to Surface.
- To effectively protect useable water, cement for the long-string is required to be brought 200ft. above the surface casing shoe.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.

- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to BLM_UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location ($\frac{1}{4}\frac{1}{4}$, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given *before resumption of operations*.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005500
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: LC TRIBAL 13H-30-46
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0654 FSL 0686 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 30 Township: 04.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013513210000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT
COUNTY: DUCHESNE		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 3/1/2014	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> APD EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> OTHER
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SPUD REPORT Date of Spud:	
<input type="checkbox"/> DRILLING REPORT Report Date:	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby requests a one year extension for the subject APD.

**Approved by the
 Utah Division of
 Oil, Gas and Mining**

Date: March 20, 2013

By:

NAME (PLEASE PRINT)

Venessa Langmacher

PHONE NUMBER

303 312-8172

TITLE

Senior Permit Analyst

SIGNATURE

N/A

DATE

3/20/2013



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013513210000

API: 43013513210000

Well Name: LC TRIBAL 13H-30-46

Location: 0654 FSL 0686 FEL QTR SESE SEC 30 TWP 040S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/4/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☒ Yes ☐ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Venessa Langmacher

Date: 3/20/2013

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

8/29/2014

FROM: (Old Operator):

DEVON ENERGY PRODUCTION COMPANY L.P. N1275
 333 WEST SHERIDAN AVENUE
 OKLAHOMA CITY OK 73102-5015

TO: (New Operator):

LINN OPERATING INC N4115
 1999 BROADWAY STE 3700
 DENVER CO 80202

303-999-4275

CA No.				Unit:	N/A			
WELL NAME	SEC TWN RNG			API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List								

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 9/16/2014
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 9/16/2014
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 10/8/2014
- a. Is the new operator registered in the State of Utah: Business Number: 9031632-0143
- a. (R649-9-2) Waste Management Plan has been received on: Yes
- b. Inspections of LA PA state/fee well sites complete on: N/A
- c. Reports current for Production/Disposition & Sundries on: 10/8/2014
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM NOT YET BIA NOT YET
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 9/24/2014

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 10/8/2014
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 10/8/2014
- Bond information entered in RBDMS on: 10/8/2014
- Fee/State wells attached to bond in RBDMS on: 10/8/2014
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: 10/8/2014
- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: 9/16/2014

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: NMB000501
- Indian well(s) covered by Bond Number: NMB000501
- a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number LPM9149893
- b. The **FORMER** operator has requested a release of liability from their bond on: N/A

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 10/8/2014

COMMENTS:

Devon Energy Production Company, L.P. N1275 to Linn Operating, Inc N4115
Effective 8/29/2014

Well Name	Section	Township	Range AP	API Number	Entity	Mineral Lease	Well Type	Well Status
SWD 4-11A2	11	010S	020W	4301320255	99990	Fee	WD	A
VIRGIL MECHAM 1-11A2	11	010S	020W	4301330009	5760	Fee	WD	A
1-3A2	3	010S	020W	4301330021	99990	Fee	WD	A
BLUEBELL 2-28A2	28	010S	020W	4301330346	99990	Fee	WD	A
SALERATUS 2-17C5	17	030S	050W	4301330388	99990	Fee	WD	A
CENTRAL BLUEBELL 2-26A2	26	010S	020W	4301330389	99990	Fee	WD	A
BALLARD 2-15B1	15	020S	010W	4304732351	11476	Fee	WD	A
GALLOWAY #3-14B2	14	020S	020W	4301351741		Fee	OW	APD
GALLOWAY #3-12B2	12	020S	020W	4301351742		Fee	OW	APD
GALLOWAY 4-14B2	14	020S	020W	4301351818		Fee	OW	APD
MORRIS #3-8B1	8	020S	010W	4301351836		State	OW	APD
FRITZ #3-24A2	24	010S	020W	4301351837		Fee	OW	APD
GALLOWAY #2-14B2	14	020S	020W	4301351739	19044	Fee	OW	DRL
EMERALD 2-32A1	32	010S	010W	4301350059	17980	Fee	OW	OPS
CLYDE MURRAY 1-2A2	2	010S	020W	4301330005	5876	Fee	OW	P
VICTOR C BROWN 1-4A2	4	010S	020W	4301330011	5780	Fee	OW	P
DOUG BROWN 2-4A2	4	010S	020W	4301330017	5840	Fee	OW	P
L BOREN U 3-15A2	15	010S	020W	4301330086	5755	Fee	OW	P
LAMICQ-URTY U 3-17A2	17	010S	020W	4301330099	5745	Fee	OW	P
L BOREN U 5-22A2	22	010S	020W	4301330107	5900	Fee	OW	P
L BOREN U 4-23A2	23	010S	020W	4301330115	5905	Fee	OW	P
TOMLINSON FED 1-25A2	25	010S	020W	4301330120	5535	Federal	OW	P
WOODWARD 1-21A2	21	010S	020W	4301330130	5665	Fee	OW	P
LAMICQ 1-20A2	20	010S	020W	4301330133	5400	Fee	GW	P
L RBRTSN ST 1-1B2	1	020S	020W	4301330200	5410	State	OW	P
SMITH ALBERT 1-8C5	8	030S	050W	4301330245	5490	Fee	OW	P
FRESTON ST 1-8B1	8	020S	010W	4301330294	5345	Fee	OW	P
GEORGE MURRAY 1-16B1	16	020S	010W	4301330297	5950	Fee	OW	P
LAMICQ-URTY U 4-5A2	5	010S	020W	4301330347	5845	Fee	OW	P
H G COLTHARP 1-15B1	15	020S	010W	4301330359	5945	Fee	OW	P
STATE 3-18A1	18	010S	010W	4301330369	5810	Fee	OW	P
LAMICQ 2-6B1	6	020S	010W	4301330809	2301	Fee	OW	P
DILLMAN 2-28A2	28	010S	020W	4301330821	5666	Fee	OW	P
HAMBLIN 2-26-A2	26	010S	020W	4301330903	5361	Fee	OW	P
JOHN 2-3-B2	3	020S	020W	4301330975	5387	Fee	OW	P
LAMICQ-ROBERTSON ST 2-1B2	1	020S	020W	4301330995	5412	Fee	OW	P
UTE TRIBAL 2-7A2	7	010S	020W	4301331009	5836	Indian	OW	P
HATCH 2-3B1	3	020S	010W	4301331147	10615	Fee	OW	P
NORLING 2-9B1	9	020S	010W	4301331151	10616	Fee	OW	P
SHAW 2-27A2	27	010S	020W	4301331184	10753	Fee	OW	P
LAMICQ-URRITY 4-17A2	17	010S	020W	4301331190	10764	Fee	OW	P
LAMICQ 2-20A2	20	010S	020W	4301331191	10794	Fee	OW	P
FRESTON 2-8B1	8	020S	010W	4301331203	10851	Fee	OW	P
WISSE 3-35A2	35	010S	020W	4301331215	10925	Fee	OW	P
MECCA 2-8A2	8	010S	020W	4301331231	10981	Fee	OW	P
SWYKES 2-21A2	21	010S	020W	4301331235	10998	Fee	OW	P
SHERMAN 2-12B2	12	020S	020W	4301331238	11009	Fee	OW	P
DUNCAN 4-2A2	2	010S	020W	4301331276	11258	Fee	GW	P
HAMBLIN 3-9A2	9	010S	020W	4301331278	11094	Fee	GW	P
BAR-F 2-5B1	5	020S	010W	4301331286	11113	Fee	OW	P
SMITH 2-9C5	9	030S	050W	4301331321	11245	Fee	OW	P
LORANGER 2-24A2	24	010S	020W	4301331322	11244	Fee	OW	P
UTE 2-6B3	6	020S	030W	4301331325	11446	Indian	OW	P
MCELPRANG 2-30A1	30	010S	010W	4301331326	11252	Fee	OW	P

Devon Energy Production Company, L.P. N1275 to Linn Operating, Inc N4115
Effective 8/29/2014

Well Name	Section	Township	Range AP	API Number	Entity	Mineral Lease	Well Type	Well Status
SMITH 2-7C5	7	030S	050W	4301331327	11324	Indian	OW	P
SMITH 2-18C5	18	030S	050W	4301331328	11336	Indian	OW	P
UTE 2-24A3	24	010S	030W	4301331329	11339	Indian	OW	P
UTE 5-19A2	19	010S	020W	4301331330	11277	Indian	OW	P
EDWARDS 3-10B1	10	020S	010W	4301331332	11264	Fee	OW	P
SUNDANCE 4-15A2	15	010S	020W	4301331333	11269	Fee	OW	P
LORANGER 6-22A2	22	010S	020W	4301331334	11335	Fee	OW	P
COX 2-36A2	36	010S	020W	4301331335	11330	Fee	OW	P
SMITH 2-6C5	6	030S	050W	4301331338	11367	Indian	OW	P
FRESTON 2-7B1	7	020S	010W	4301331341	11338	Fee	OW	P
PEARSON 2-11B2	11	020S	020W	4301331356	11359	Fee	OW	P
CHAPMAN 2-4B2	4	020S	020W	4301331378	11485	Fee	OW	P
LAMB 2-16A2	16	010S	020W	4301331390	11487	Fee	OW	P
LABRUM 2-23A2	23	010S	020W	4301331393	11514	Fee	OW	P
POWELL 2-16B1	16	020S	010W	4301331820	12342	Fee	OW	P
BOWMAN 5-5A2	5	010S	020W	4301332202	13043	Fee	OW	P
BOREN 4-9A2	9	010S	020W	4301332203	13079	Fee	OW	P
BLANCHARD 3-10A2	10	010S	020W	4301332223	13149	Fee	OW	P
SQUIRES 3-8A2	8	010S	020W	4301332227	13176	Fee	OW	P
BROWN 3-4A2	4	010S	020W	4301332684	14673	Fee	OW	P
GALLOWAY 3-11B2	11	020S	020W	4301334304	18527	Fee	OW	P
OWL AND THE HAWK 3-9C5	9	030S	050W	4301351214	18649	Fee	OW	P
Bingham #3-4B1	4	020S	010W	4301351464	18825	Fee	OW	P
RED MOUNTAIN 3-5B1	5	020S	010W	4301351632	18954	Fee	OW	P
MECHAM #3-1B2	1	020S	020W	4301351844	19082	State	OW	P
MIKE AND SHELLEY #3-4B2	4	020S	020W	4301351845	19083	Fee	OW	P
RBRTSN UTE ST 1-12B1	12	020S	010W	4304730164	5475	Fee	OW	P
MAY UTE FED 1-13B1	13	020S	010W	4304730176	5435	Fee	OW	P
COOK 1-26B1	26	020S	010W	4304731981	11212	Fee	OW	P
CHRISTIANSEN 2-12B1	12	020S	010W	4304732178	11350	Fee	OW	P
RICH 2-13B1	13	020S	010W	4304732744	12046	Fee	OW	P
THOMAS 4-10B1	10	020S	010W	4304734080	13284	Fee	OW	P
HAMAKER 3-12B1	12	020S	010W	4304752294	18650	Fee	OW	P
BETTS 2-26B1	26	020S	010W	4304752435	18698	Fee	OW	P
STATE 1-10A2 (3-10C)	10	010S	020W	4301330006	5860	State	GW	S
L BOREN U 6-16A2	16	010S	020W	4301330123	5750	Fee	OW	S
UTE TRIBAL 1-6B3	6	020S	030W	4301330136	5705	Indian	OW	S
MAUREL TAYLOR FEE 1-36A2	36	010S	020W	4301330143	5525	Fee	OW	S
CAMPBELL UTE ST 1-7B1	7	020S	010W	4301330236	5295	Indian	OW	S
D L GALLOWAY 1-14B2	14	020S	020W	4301330564	5965	Fee	OW	S
MARK 2-25A2	25	010S	020W	4301331232	10986	Fee	OW	S
MITCHELL 2-4B1	4	020S	010W	4301331317	11231	Fee	OW	S

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>See Attached Well List</u>		5. LEASE DESIGNATION AND SERIAL NUMBER: <u>See Attached Well List</u>
2. NAME OF OPERATOR: <u>LINN OPERATING, INC</u> <u>N4115</u>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: <u>1999 Broadway, Suite 3700</u> CITY <u>Denver</u> STATE <u>CO</u> ZIP <u>80202</u>		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: <u></u>		8. WELL NAME and NUMBER: <u>See Attached Well List</u>
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: <u></u>		9. API NUMBER:
COUNTY: <u>Duchesne/Uintah</u>		10. FIELD AND POOL, OR WILDCAT: <u>Bluebell/Altamont</u>
STATE: <u>UTAH</u>		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u></u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: <u></u>	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>CHANGE OF OPERATOR</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective 08/29/2014, Change of Operator from Devon Energy Production Company, LP, to Linn Operating, Inc. is responsible under the terms and conditions of the leases for operations conducted on the leased lands or a portion thereof under their blanket state bond number LPM9149893.

Attached is a list of wells that are associated with this Change of Operator.

Devon Energy Production Company, LP N1275
333 West Sheridan Avenue
Oklahoma City, OK 73102-5015


John D. Rains
Vice President

RECEIVED
SEP 16 2014

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) <u>Russell des Cognets II</u>	TITLE <u>Asset Manager</u>
SIGNATURE <u>Russell des Cognets</u>	DATE <u>9/8/14</u>

(This space for State use only)

APPROVED

OCT 08 2014

DIV. OIL GAS & MINING

BY: Rachael Medina

(See Instructions on Reverse Side)

Devon Energy Production Company, LP
Existing Well List for State/Fee/Indian Leases

Well Name	API #	Legal Location	Producing Status	Well Type	Lease Type	Field	State	County
BAR F 2-5B1	430133128600	005-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BINGHAM 3-4B1	430135146400	004-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BLANCHARD 3-10A2	430133222300	010-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
*BOREN 1-14A2	430133003500	014-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 3-11A2	430133119200	011-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 3-15A2	430133008600	015-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 4-23A2	430133011500	023-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 4-9A2	430133220300	009-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 5-22A2	430133010700	022-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 6-16A2	430133012300	016-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOWMAN 5-5A2	430133220200	005-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN DOUG 2-4A2	430133001700	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN VICTOR C 1-4A2	430133001100	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN 3-4A2	430133268400	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CAMPBELL UTE ST 1-7B1	430133023600	007-002S-001W	Shut-In	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
CHAPMAN 2-4B2	430133137800	004-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CLYDE MURRAY 1-2A2	430133000500	002-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
COLTHARP 1-15B1	430133035900	015-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CORNABY 2-14A2 (RECOMP)	430133129900	014-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
COX 2-36A2	430133133500	036-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
DILLMAN 2-28A2	430133082100	028-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
DUNCAN 4-2A2	430133127600	002-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
EDWARDS 3-10B1	430133133200	010-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON STATE 1-8B1	430133029400	008-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON 2-7B1	430133134100	007-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON 2-8B1	430133120300	008-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY 1-14B2	430133056400	014-002S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY 3-11B2	430133430400	011-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HAMBLIN 2-26A2	430133090300	026-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HAMBLIN 3-9A2	430133127800	009-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HATCH 2-3B1	430133114700	003-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
JOHN 2-3B2	430133097500	003-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LABRUM 2-23A2	430133139300	023-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMB 2 16A2	430133139000	016-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ ROBERTSON 1-1B2	430133020000	001-002S-002W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE

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LAMICQ ROBERTSON 2-1B2	430133099500	001-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 3-17A2	430133009900	017-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 4-17A2	430133119000	017-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 4-5A2	430133034700	005-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 1-20A2	430133013300	020-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 2-20A2	430133119100	020-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 2-6B1	430133080900	006-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LORANGER 2-24A2	430133132200	024-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LORANGER 6-22A2	430133133400	022-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MARK 2 25A2	430133123200	025-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MCCELPRANG 2-30A1	430133132600	030-001S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECCA 2-8A2	430133123100	008-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECHAM VIRGIL B 1-11A2 SWD	430133000900	011-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECHAM 3-1B2	430135184400	1-2S-2W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE
MIKE AND SHELLEY 3-4B2	430135184500	4-2S-2W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MITCHELL 2-4B1	430133131700	004-002S-001W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MURRAY GEORGE 1-16B1	430133029700	016-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
NORLING 2-9B1	430133115100	009-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
OWL AND THE HAWK 3-9C5	430135121400	9-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
PEARSON 2-11B2	430133135600	011-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
POWELL 2 16B1	430133182000	016-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
RED MOUNTAIN 3-5B1	430135163200	05-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SHAW 2-27A2	430133118400	027-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SHERMAN 2-12B2	430133123800	012-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH ALBERT 1-8C5	430133024500	008-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-18C5	430133132800	018-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-6C5	430133133800	006-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-7C5	430133132700	007-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-9C5	430133132100	009-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SQUIRES 3-8A2	430133222700	008-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
STATE 1-10A2	430133000600	010-001S-002W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE
STATE 3-18A1	430133036900	018-001S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SUNDANCE 4 15A2 (BOREN)	430133133300	015-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD ANDERSON 2-28A2	430133034600	028-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD HAMBLIN 2-26A2	430133038900	026-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD SALERATUS 2-17C5	430133038800	017-003S-005W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD 1-3A2	430133002100	003-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD 4-11A2	430132025500	011-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE

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SWYKES 2 21A2	430133123500	021-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
TAYLOR MAUREL FEE 1-36A2	430133014300	036-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
TOMLINSON 1 25A2	430133012000	025-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE TRIBAL 2-7A2	430133100900	007-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE TRIBAL 5-19A2	430133133000	019-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 1-6B3	430133013600	006-002S-003W	Shut-In	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 2-24A3	430133132900	024-001S-003W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 2-6B3	430133132500	006-002S-003W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
WISSE 3-35A2	430133121500	035-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
WOODWARD 1-21A2	430133013000	021-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BALLARD 2-15B1 SWD	430473235100	015-002S-001W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	UINTAH
BETTS 2-26B1	430475243500	26-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
CHRISTENSEN 2-12B1	430473217800	012-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
COOK 1-26B1	430473198100	026-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
HAMAKER 3-12B1	430475229400	12-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
MAY UTE FED 1-13B1	430473017600	013-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
RICH 2-13B1	430473274400	013-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
ROBERTSON UTE STATE 1-12B1	430473016400	012-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
THOMAS 4-10B1	430473408000	010-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH

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STATE OF UTAH
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DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>See Attached Well List</u>		5. LEASE DESIGNATION AND SERIAL NUMBER: <u>See Attached Well List</u>
2. NAME OF OPERATOR: LINN OPERATING, INC		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 1999 Broadway, Suite 3700 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: COUNTY: Duchsene		8. WELL NAME and NUMBER: <u>See Attached Well List</u>
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: UTAH		9. API NUMBER:
		10. FIELD AND POOL, OR WILDCAT: Bluebell/Altamont

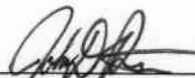
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>CHANGE OF OPERATOR</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective 08/29/2014, Change of Operator from Devon Energy Production Company, LP, to Linn Operating, Inc. is responsible under the terms and conditions of the leases for operations conducted on the leased lands or a portion thereof under their blanket state bond number LPM9149893.

Attached is a list of Applications for Permit to Drill (APD) that are associated with this Change of Operator.

Devon Energy Production Company, LP
333 West Sheridan Avenue
Oklahoma City, OK 73102-5015


John D. Raines
Vice President

NAME (PLEASE PRINT) <u>Russell des Cognets II</u>	TITLE <u>Asset Manager</u>
SIGNATURE 	DATE <u>9/16/14</u>

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APPROVED

OCT 08 2014

(5/2000)

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(See Instructions on Reverse Side)

BY: Rachael Medina

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STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	See Attached List of Wells
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Devon Energy Production Company, LP
Date original permit was issued:	
Company that permit was issued to:	Linn Operating, Inc.

Check one	Desired Action:
<input type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?		<input checked="" type="checkbox"/>
If so, has the surface agreement been updated?		<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?		<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM9149893</u>	<input checked="" type="checkbox"/>	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Russell des Cognets II Title Asset Manager
 Signature *Russell des Cognets II* Date 9-8-14
 Representing (company name) Linn Operating, Inc.

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The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

Devon Energy Production Company, LP
Existing Well List of Application for Permit to Drill (APD's)

Well Name	API #	Legal Location	Producing Status	APD Approval Date	APD Extension Filed	Well Type	Lease Type	Divest Description	State	County
GALLOWAY #3-14B2	4301351741	014-020S-020W	APD	12/10/2012	12/11/2013	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY #3-12B2	4301351742	012-020S-020W	APD	12/10/2012	12/11/2013	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY 4-14B2	4301351818	014-020S-020W	APD	1/11/2013	12/11/2013	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MORRIS #3-8B1	4301351836	008-020S-010W	APD	4/1/2013	3/12/2014	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRITZ #3-24A2	4301351837	024-010S-020W	APD	4/1/2013	3/12/2014	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MIKE AND SHELLEY #4-14A2	4301351846	014-010S-020W	APD	2/6/2013	2/4/2014	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE

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UIC FORM 5

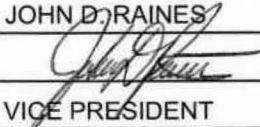
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number VIRGIL MECHAM 1-11A2 SWD		API Number 4301330009
Location of Well Footage : 1320' FNL & 1445' FEL County : DUCHESNE		Field or Unit Name BLUEBELL ALTAMONT
QQ, Section, Township, Range: SWNE 11 1S 2W State : UTAH		Lease Designation and Number FEE

EFFECTIVE DATE OF TRANSFER: 8/29/2014

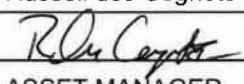
CURRENT OPERATOR

Company: DEVON ENERGY PRODUCTION CO., L.P.
Address: 333 WEST SHERIDAN AVENUE
city OKLAHOMA CITY state OK zip 73102-5015
Phone: (405) 228-4480
Comments:

Name: JOHN D. RAINES
Signature: 
Title: VICE PRESIDENT
Date:

NEW OPERATOR

Company: LINN OPERATING, INC.
Address: 1999 BROADWAY, SUITE 3700
city DENVER state CO zip 80202
Phone: (303) 999-4275
Comments:

Name: Russell des Cognets II
Signature: 
Title: ASSET MANAGER
Date: 9/15/14

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Transfer approved by:

Title:

Comments:

Approval Date:

9/24/14

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DIVISION OF OIL, GAS AND MINING

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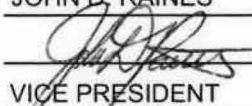
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number BLUEBELL 2-28A2	API Number 4301330346
Location of Well Footage : 2496' FSL & 1549' FEL County : DUCHESNE QQ, Section, Township, Range: NWSE 28 1S 2W State : UTAH	Field or Unit Name BLUEBELL ALTAMONT Lease Designation and Number FEE

EFFECTIVE DATE OF TRANSFER: 8/29/2014

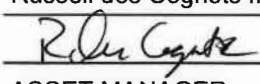
CURRENT OPERATOR

Company: DEVON ENERGY PRODUCTION CO., L.P.
Address: 333 WEST SHERIDAN AVENUE
city OKLAHOMA CITY state OK zip 73102-5015
Phone: (405) 228-4480
Comments:

Name: JOHN D. RAINES
Signature: 
Title: VICE PRESIDENT
Date:

NEW OPERATOR

Company: LINN OPERATING, INC.
Address: 1999 BROADWAY, SUITE 3700
city DENVER state CO zip 80202
Phone: (303) 999-4275
Comments:

Name: Russell des Cognets II
Signature: 
Title: ASSET MANAGER
Date: 9/15/14

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Transfer approved by:

Title:

Comments:

Approval Date:

9/24/14

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DIVISION OF OIL, GAS AND MINING

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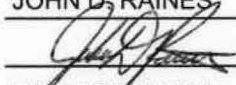
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number CENTRAL BLUEBELL 2-26A2		API Number 4301330389
Location of Well Footage : 1812' FSL & 2083' FWL		Field or Unit Name BLUEBELL ALTAMONT
County : DUCHESNE	Lease Designation and Number FEE	
QQ, Section, Township, Range: SESW 26 1S 2W	State : UTAH	

EFFECTIVE DATE OF TRANSFER: 8/29/2014

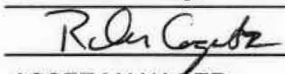
CURRENT OPERATOR

Company: DEVON ENERGY PRODUCTION CO., L.P.
Address: 333 WEST SHERIDAN AVENUE
city OKLAHOMA CITY state OK zip 73102-5015
Phone: (405) 228-4480
Comments:

Name: JOHN D. RAINES
Signature: 
Title: VICE PRESIDENT
Date:

NEW OPERATOR

Company: LINN OPERATING, INC.
Address: 1999 BROADWAY, SUITE 3700
city DENVER state CO zip 80202
Phone: (303) 999-4275
Comments:

Name: Russell des Cognets II
Signature: 
Title: ASSET MANAGER
Date: 9/15/14

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Transfer approved by:

Title:

Comments:

Approval Date:

9/24/14

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STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

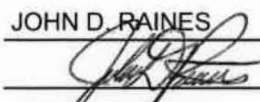
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number SALERATUS 2-17C5	API Number 4301330388
Location of Well Footage : 1374' FNL & 1174' FEL County : DUCHESNE	Field or Unit Name BLUEBELL ALTAMONT
QQ, Section, Township, Range: NWNE 17 3S 5W State : UTAH	Lease Designation and Number FEE

EFFECTIVE DATE OF TRANSFER: 8/29/2014

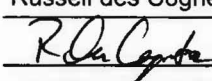
CURRENT OPERATOR

Company: DEVON ENERGY PRODUCTION CO., L.P.
Address: 333 WEST SHERIDAN AVENUE
city OKLAHOMA CITY state OK zip 73102-5015
Phone: (405) 228-4480
Comments:

Name: JOHN D. RAINES
Signature: 
Title: VICE PRESIDENT
Date:

NEW OPERATOR

Company: LINN OPERATING, INC.
Address: 1999 BROADWAY, SUITE 3700
city DENVER state CO zip 80202
Phone: (303) 999-4275
Comments:

Name: Russell des Cognets II
Signature: 
Title: ASSET MANAGER
Date: 9/15/14

(This space for State use only)

Transfer approved by:

Title:

Comments:

Approval Date:

9/24/14

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SEP 16 2014

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

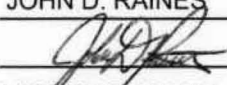
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

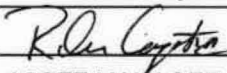
Well Name and Number SWD 1-3A2	API Number 4301330021
Location of Well Footage : 348' FSL & 315' FEL County : DUCHESNE QQ, Section, Township, Range: SESE 3 1S 2W State : UTAH	Field or Unit Name BLUEBELL ALTAMONT Lease Designation and Number FEE

EFFECTIVE DATE OF TRANSFER: 8/29/2014

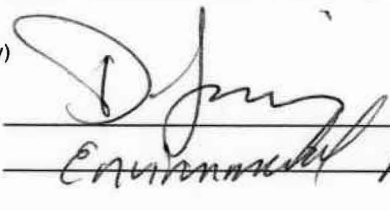
CURRENT OPERATOR

Company: DEVON ENERGY PRODUCTION CO., L.P. Name: JOHN D. RAINES
Address: 333 WEST SHERIDAN AVENUE Signature: 
city OKLAHOMA CITY state OK zip 73102-5015 Title: VICE PRESIDENT
Phone: (405) 228-4480 Date:
Comments:

NEW OPERATOR

Company: LINN OPERATING, INC. Name: Russell des Cognets II
Address: 1999 BROADWAY, SUITE 3700 Signature: 
city DENVER state CO zip 80202 Title: ASSET MANAGER
Phone: (303) 999-4275 Date: 9/15/14
Comments:

(This space for State use only)

Transfer approved by:  Approval Date: 9/24/14
Title: Environmental Manager

Comments:

RECEIVED

SEP 16 2014

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

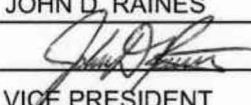
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number SWD 4-11A2	API Number 4301320255
Location of Well Footage : 585' FNL & 733' FWL County : DUCHESNE QQ, Section, Township, Range: NWNW 11 1S 2W State : UTAH	Field or Unit Name BLUEBELL ALTAMONT Lease Designation and Number FEE

EFFECTIVE DATE OF TRANSFER: 8/29/2014

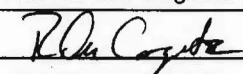
CURRENT OPERATOR

Company: DEVON ENERGY PRODUCTION CO., L.P.
Address: 333 WEST SHERIDAN AVENUE
city OKLAHOMA CITY state OK zip 73102-5015
Phone: (405) 228-4480
Comments:

Name: JOHN D. RAINES
Signature: 
Title: VICE PRESIDENT
Date:

NEW OPERATOR

Company: LINN OPERATING, INC.
Address: 1999 BROADWAY, SUITE 3700
city DENVER state CO zip 80202
Phone: (303) 999-4275
Comments:

Name: Russell des Cognets II
Signature: 
Title: ASSET MANAGER
Date: 9/15/14

(This space for State use only)

Transfer approved by:

Title:

Approval Date:

Comments:

RECEIVED

SEP 16 2014

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

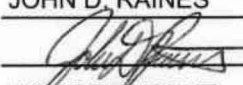
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number BALLARD 2-15B1	API Number 4304732351
Location of Well Footage : 1801' FNL & 660' FEL County : UINTAH QQ, Section, Township, Range: SENE 15 2S 1W State : UTAH	Field or Unit Name BLUEBELL ALTAMONT Lease Designation and Number FEE

EFFECTIVE DATE OF TRANSFER: 8/29/2014

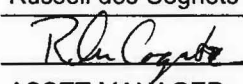
CURRENT OPERATOR

Company: DEVON ENERGY PRODUCTION CO., L.P.
Address: 333 WEST SHERIDAN AVENUE
city OKLAHOMA CITY state OK zip 73102-5015
Phone: (405) 228-4480
Comments:

Name: JOHN D. RAINES
Signature: 
Title: VICE PRESIDENT
Date:

NEW OPERATOR

Company: LINN OPERATING, INC.
Address: 1999 BROADWAY, SUITE 3700
city DENVER state CO zip 80202
Phone: (303) 999-4275
Comments:

Name: Russell des Cognets II
Signature: 
Title: ASSET MANAGER
Date: 9/15/14

(This space for State use only)

Transfer approved by:

Title:

Approval Date:

Comments:

RECEIVED

SEP 16 2014

DIV. OF OIL, GAS & MINING



NASDAQ:LINE
NASDAQ:LNCO

1999 Broadway, Suite 3700
Denver, CO 80202

Phone: (303) 999-4400

9/30/14 Division met w/Linn.
Per DKD plan is accepted.
Linn will wait 6 months
then MIT or submit new
details on next plan.
-Rm

September 29, 2014

TRANSMITTED VIA FEDERAL EXPRESS 8053-5746-2397

Mr. Dustin Doucet
Utah Division of Oil, Gas & Mining
1594 West North Temple
Salt Lake City, Utah 84116

RE: Extended Shut-in and Temporary Abandoned Well Requirements for Fee or
State Leases

Dear Mr. Doucet:

LINN Operating, Inc. ("LINN") recently acquired Devon properties in Utah. We are in the process of changing operator, obtaining well files and evaluating wells. In response to your letter dated September 4, 2014, the following information is provided:

1. FLY/DIA BOREN 1-14A2 (API 43-013-30035)

The Devon transaction to Linn allowed EP Energy to exercise their preferential right to purchase the leases and wells in Sections 11 and 14 of T1S, 2W so EP Energy now owns this well.

2. D L GALLOWAY 1-14B2 (API 43-013-30564)

We intend to submit four (4) sets of fluid shot data and casing/tubing pressure readings within a week. Attached is the first set of data and the wellbore diagram.

9/24/14 800# csg / tubing O# / FL at surface

We will provide the last casing pressure test information if it is available when we receive Devon's well files. Over the next six months, we will be reviewing the well history to determine the condition and potential of the wellbore. We plan to conduct the MIT within the next six months and will provide the results.

Per your request, an individual bond has been requested.

3. EMERALD 2-32A1 (API 43-013-50059)

This well is currently capped at surface and the cellar is covered with a metal grate (photo attached). We would like to evaluate the drilling potential of this well over the next six months and submit a plan to either develop the well or plug it.

Per your request, an individual bond has been requested.

4. **MAUREL TAYLOR FEE 1-36A2** (API 43-013-30143)

We intend to submit four (4) sets of fluid shot data and casing/tubing pressure readings within a week. Attached is the first set of data and the wellbore diagram.

9/23/14 200# csg / tubing 0# / FL at surface

We will provide the last casing pressure test information if it is available when we receive Devon's well files. Over the next six months, we will be reviewing the well history to determine the condition and potential of the wellbore. We plan to conduct the MIT within the next six months and will provide the results.

Per your request, an individual bond has been requested.

It is LINN's intention to bring these wells into full compliance but we feel we need an extension of six months due to the timing of the recent acquisition so we can determine our course of action (ie workover, return to production, P&A).

Please feel free to contact me at 303-999-4016 should you have any questions or need additional information.

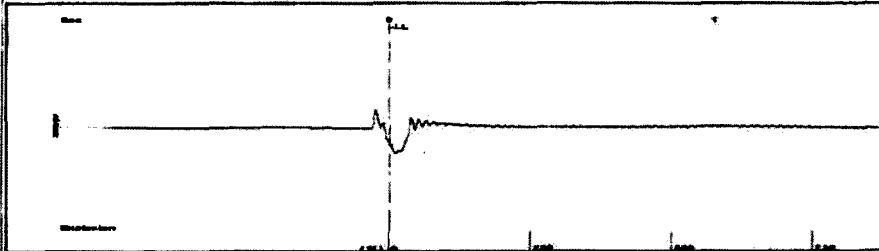
Sincerely,



Debbie Ghani
Regulatory Compliance Supervisor

/dg

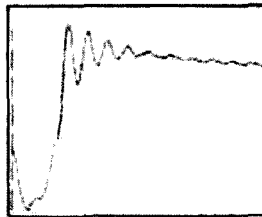
Group: Neola Well: Galloway 1-14B2 (acquired on: 09/24/14 08:38:14)



Time 0.001 sec
Joints 0.0187114 Jts
Depth 0.58 ft

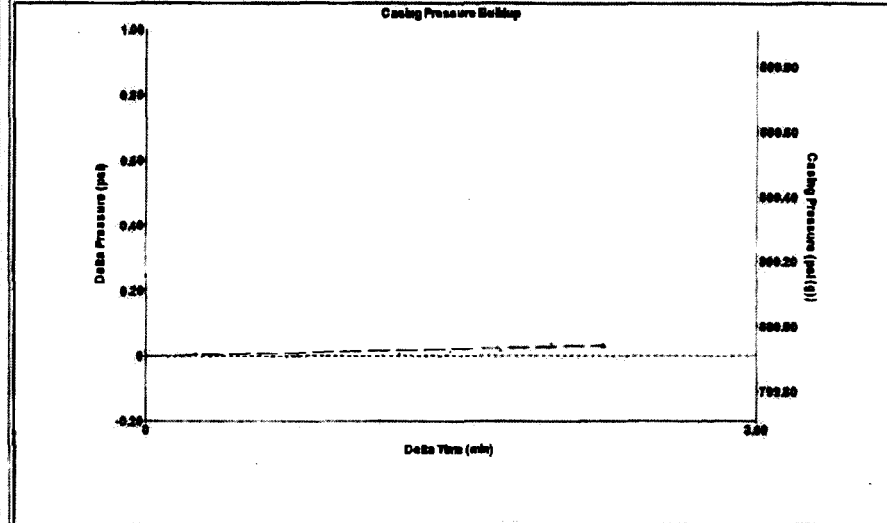
Liquid level calculated with
user supplied Acoustic Velocity

Acoustic Velocity 1150 ft/s



Analysis Method: Acoustic Velocity

Group: Neola Well: Galloway 1-14B2 (acquired on: 09/24/14 08:38:14)



Change in Pressure 0.03 psi PT14983
Change in Time 2.25 min Range 0 - 7 psi

Group: Neola Well: Galloway 1-14B2 (acquired on: 09/24/14 08:38:14)

Production	Potential	Casing Pressure	Producing
Current			
Oil 5	-*- BBL/D	799.9 psi (g)	
Water 41	-*- BBL/D	Casing Pressure Buildup	Annular
Gas 12.0	-*- Mscf/D	0.032 psi	Gas Flow
		2.25 min	0 Mscf/D
IPR Method	Vogel	Gas/Liquid Interface Pressure	% Liquid
PBHP/SBHP	-*-	799.9 psi (g)	100 %
Production Efficiency	0.0		
		Liquid Level Depth	
Oil 38 deg.API		0.58 ft	
Water 1.01 Sp.Gr.H2O			
Gas 0.78 Sp.Gr.AIR		Pump Intake Depth	
		9526.00 ft	
Acoustic Velocity	1150 ft/s	Formation Depth	
		8620.00 ft	
Formation Submergence			Pump Intake
Total Gaseous Liquid Column HT (TVD)	9525 ft		3474.8 psi (g)
Equivalent Gas Free Liquid HT (TVD)	9525 ft		Producing BHP
			3246.7 psi (g)
Acoustic Test			Static BHP
			1985.3 psi (g)

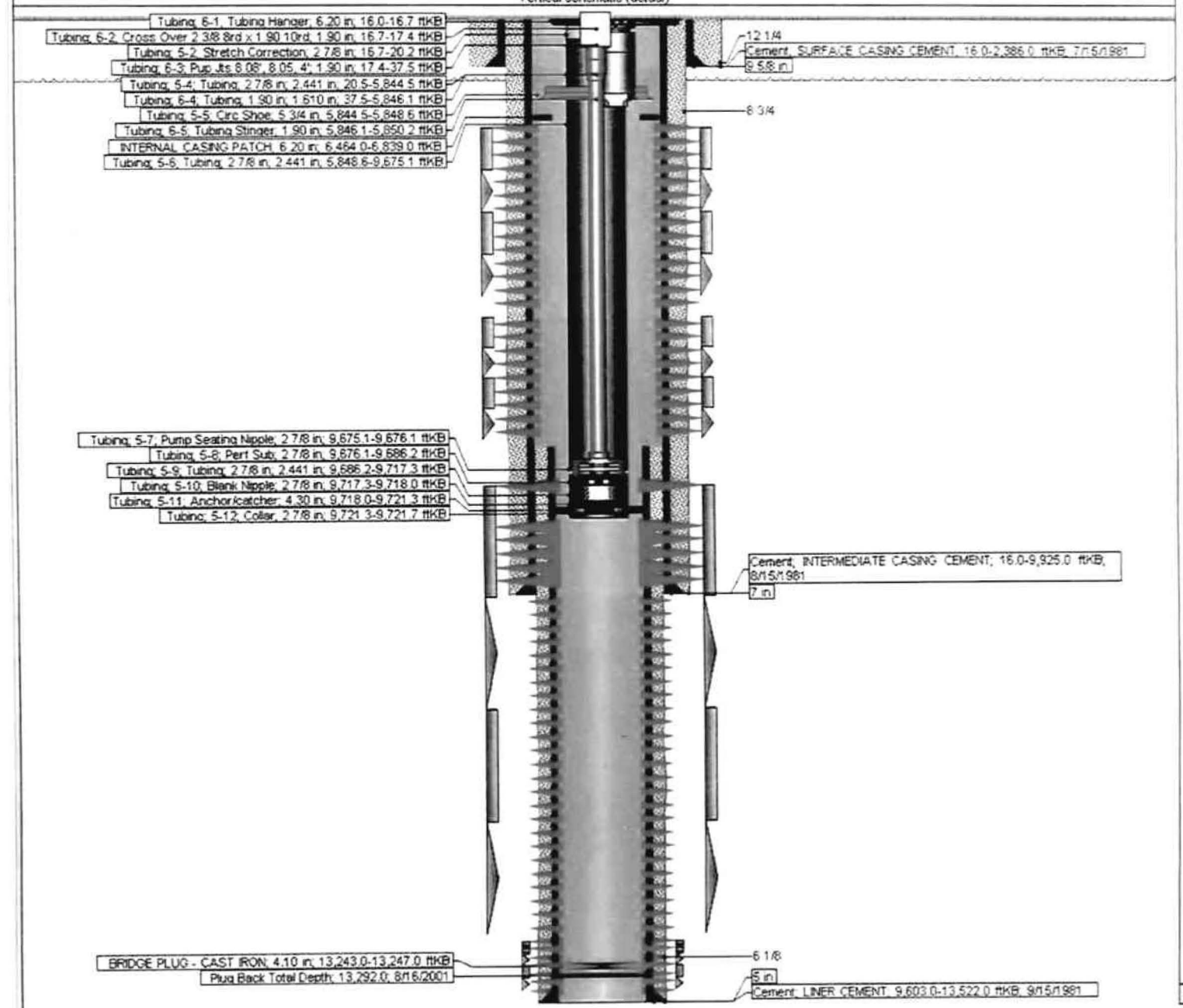


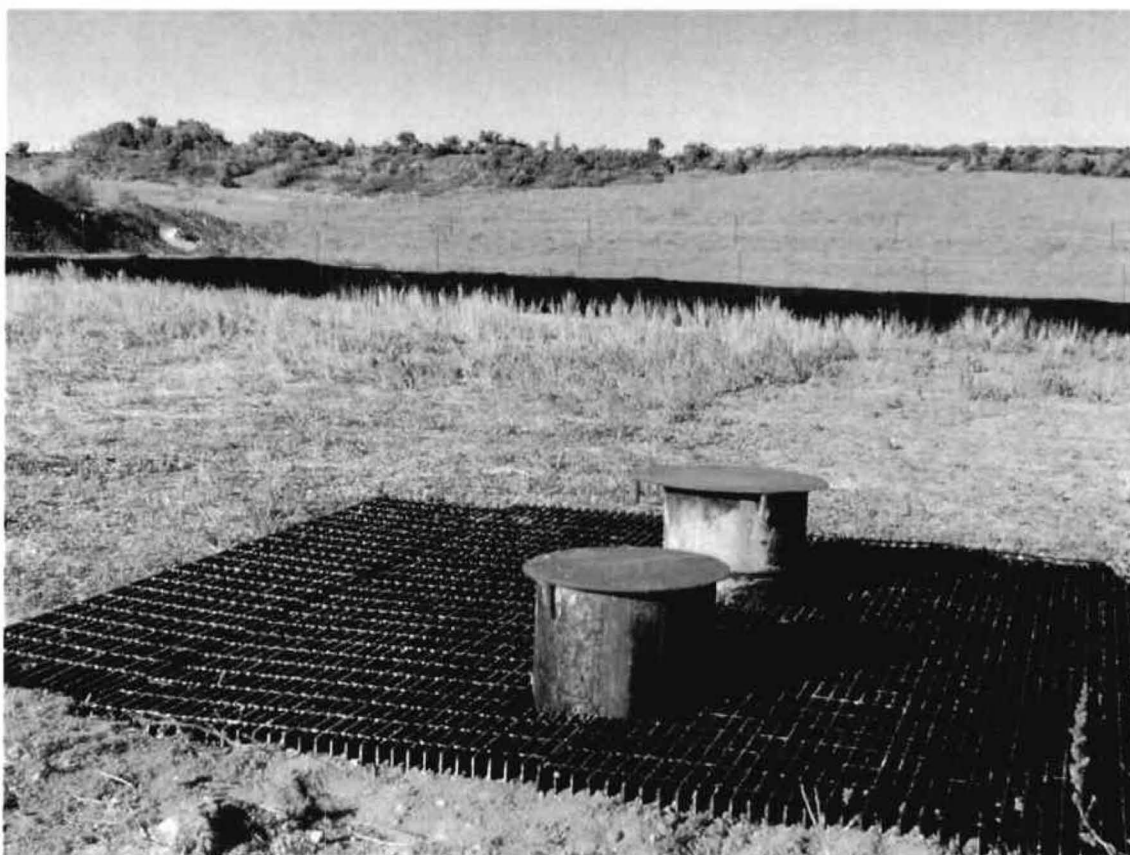
Group: Neola Well: Galloway 1-14B2 (acquired on: 09/24/14 08:38:14)

Entered Acoustic Velocity for Liquid Level depth determination

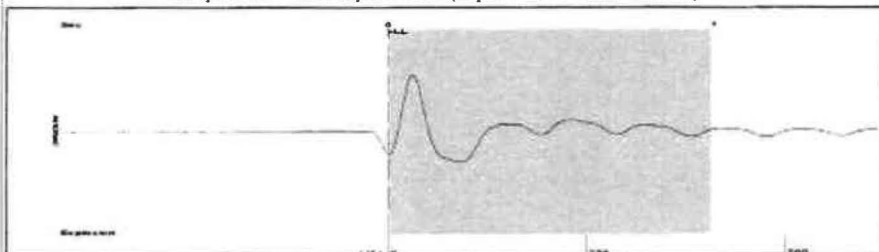
OH, 9/24/2014 10:56:41 AM

Vertical schematic (actual)





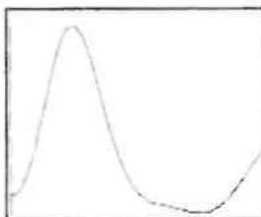
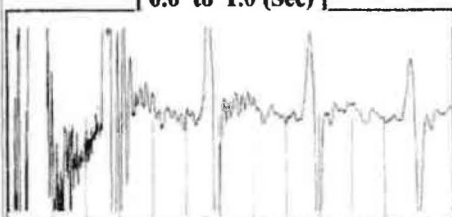
Group: Neola Well: Taylor 1-36A2 (acquired on: 09/23/14 15:15:37)



Filter Type High Pass Automatic Collar Count Yes
Manual Acoustic Velo 818.548 ft/s Manual JTS/sec 13.4409

Time 0.001 sec
Joints 0.0134409 Jts
Depth 0.41 ft

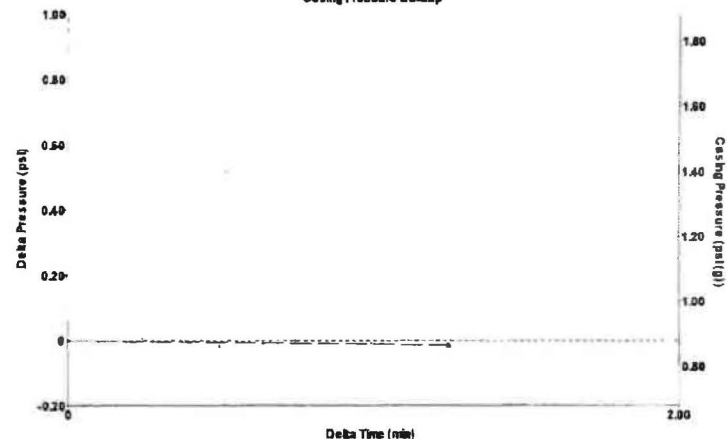
[0.0 to 1.0 (Sec)]



Analysis Method: Automatic

Group: Neola Well: Taylor 1-36A2 (acquired on: 09/23/14 15:15:37)

Casing Pressure Buildup



Change in Pressure -0.01 psi

PT14983

Change in Time 1.25 min

Range

0 - 7 psi

Group: Neola Well: Taylor 1-36A2 (acquired on: 09/23/14 15:15:37)

Production
Current Potential
Oil 10 - * - BBL/D
Water 60 - * - BBL/D
Gas 38.0 - * - Msc/D

IPR Method Vogel
PBHP/SBHP - * -
Production Efficiency 0.0

Oil 40 deg API
Water 1.01 Sp.Gr.H2O
Gas 1.13 Sp.Gr.AIR

Acoustic Velocity 818.548 ft/s

Formation Submergence
Total Gaseous Liquid Column HT (TVD) 11206 ft
Equivalent Gas Free Liquid HT (TVD) 11206 ft

Acoustic Test

Casing Pressure 0.9 psi (g)
Casing Pressure Buildup -0.013 psi
1.25 min
Gas/Liquid Interface Pressure 0.9 psi (g)

Liquid Level Depth 0.41 ft

Pump Intake Depth 11206.00 ft
Formation Depth 9290.00 ft



Producing
Annular Gas Flow 0 Msc/D
% Liquid 100 %

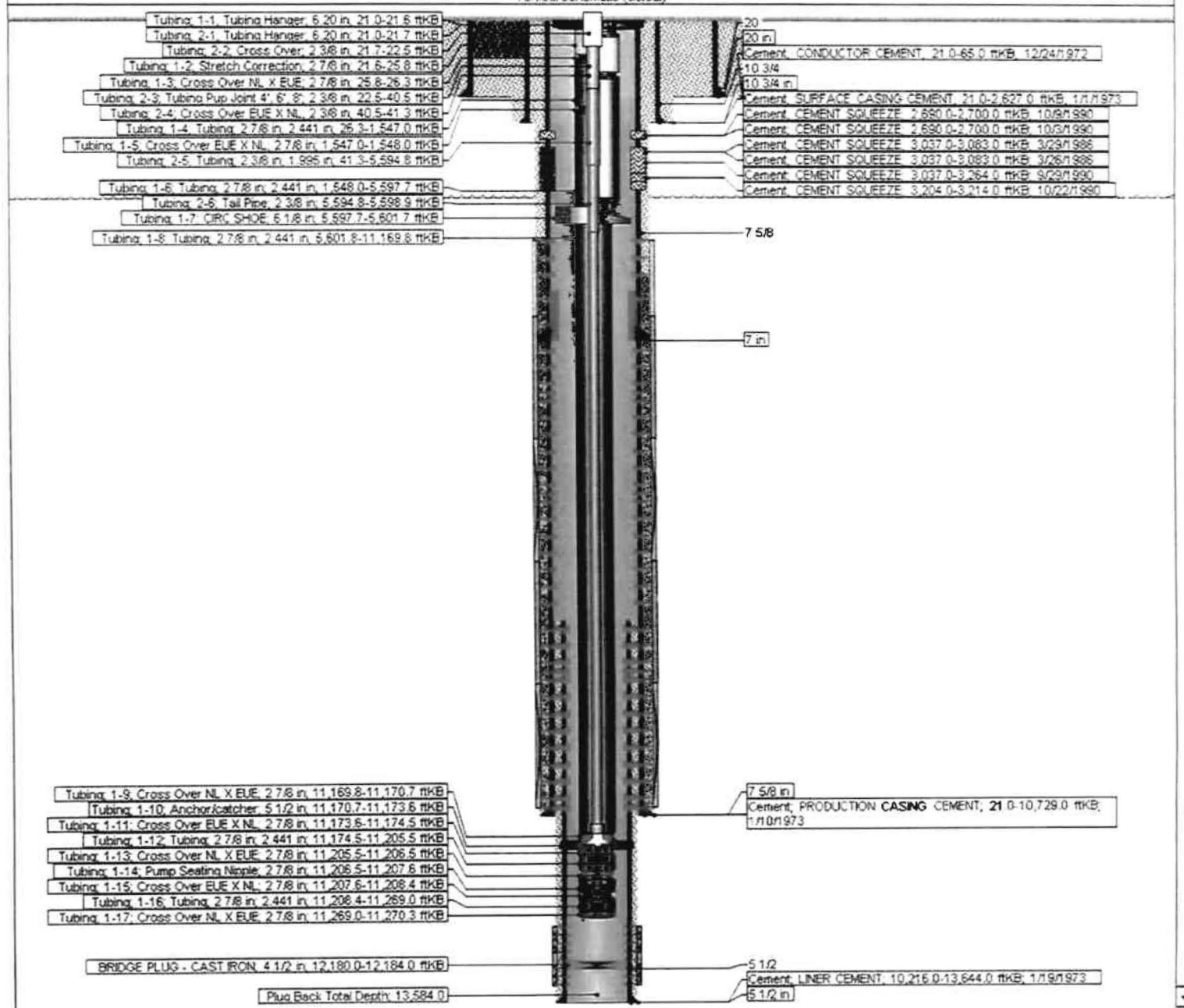
Pump Intake 3094.7 psi (g)
Producing BHP 2645.7 psi (g)
Static BHP 1985.3 psi (g)

Group: Neola Well: Taylor 1-36A2 (acquired on: 09/23/14 15:15:37)

No Collar Count Data Available

OH, 9/24/2014 11:04:20 AM

Vertical schematic (actual)



STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER:

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:

Misc.

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

Bluebell

1. TYPE OF WELL OIL WELL ☒ GAS WELL ☐ OTHER _____

2. NAME OF OPERATOR:
LINN OPERATING, INC.

3. ADDRESS OF OPERATOR: 1999 Broadway, Ste #3700 CITY Denver STATE CO ZIP 80202 PHONE NUMBER: (303) 999-4016

4. LOCATION OF WELL

FOOTAGES AT SURFACE:

COUNTY: UINTAH

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: 14 1S 2W

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Excluded wells from</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	<u>Change of Operator</u>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Do not process Change of Operator from Devon Energy Production Company, LP to LINN Operating, Inc. for the following wells.

43-013-31192	BOREN 3-11A2	Oil Well Producing BLUEBELL DUCHESNE 1S-2W Sec 11
43-013-51846	MIKE AND SHELLEY #4-14A2	Oil Well Approved permit (APD) BLUEBELL DUCHESNE 1S-2W Sec14
43-013-31299	CORNABY 2-14A2	Oil Well Producing BLUEBELL DUCHESNE 1S-2W Sec 14
43-013-30035	FLY/DIA L BOREN 1-14A2	Oil Well Shut-In BLUEBELL DUCHESNE 1S-2W Sec 14

The Devon transaction to Linn Energy allowed EP Energy to exercise their preferential right to purchase the leases and wells in Sections 11 and 14 of T1S, 2W so EP Energy now owns these wells.

NAME (PLEASE PRINT) Debbie Chan TITLE Reg. Compliance Supervisor
SIGNATURE [Signature] DATE 9/23/2014

(This space for State use only)

RECEIVED
SEP 23 2014
Div. of Oil, Gas & Mining

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

AUG 19 2014

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010**SUNDRY NOTICES AND REPORTS ON WELLS**
Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

BLM

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		8. Well Name and No. LC TRIBAL 13H-30-46
2. Name of Operator BILL BARRETT CORPORATION Contact: CHRISTINA HIRTLER E-Mail: chirtler@billbarrettcorp.com		9. API Well No. 43-013-51321-00-X1
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8597 Fx: 303-291-0420	10. Field and Pool, or Exploratory ALTAMONT
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 30 T4S R6W SESE 654FSL 686FEL 40.098653 N Lat, 110.598342 W Lon		11. County or Parish, and State DUCHESNE COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	Change to Original A
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	PD

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC is submitting this sundry to request a two year extension from the date the existing APD expires of 10/17/2014

APD App: 10/17/12

NEPA: 2012-009 EA

CONDITIONS OF APPROVAL ATTACHED

RECEIVED
SEP 29 2014
DIV. OF OIL, GAS & MINING

VERNAL FIELD OFFICE	
ENG.	<i>RH 9/15/14</i>
GEOL.	
E.S.	
PET.	
RECL.	

14. I hereby certify that the foregoing is true and correct. Electronic Submission #257525 verified by the BLM Well Information System For BILL BARRETT CORPORATION, sent to the Vernal Committed to AFMSS for processing by JOHNETTA MAGEE on 08/28/2014 (14JM1438SE)	
Name (Printed/Typed) CHRISTINA HIRTLER	Title PERMIT ANALYST
Signature (Electronic Submission)	Date 08/19/2014

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By <i>[Signature]</i>	Title Assistant Field Manager Lands & Mineral Resources	SEP 17 2014
Conditions of approval, if any are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office VERNAL FIELD OFFICE	

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED

UDOGM

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent APD Extension

Lease: 2OG0005500
Well: LC Tribal 13H-30-46
Location: SESE Sec 30-T4S-R6W

An extension for the referenced APD is granted with the following conditions:

1. The extension and APD shall expire on 10/17/2016.
2. No other extensions shall be granted.

If you have any other questions concerning this matter, please contact Robin L Hansen of this office at (435) 781-2777

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005500
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: LC TRIBAL 13H-30-46
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0654 FSL 0686 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 30 Township: 04.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013513210000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT
COUNTY: DUCHESNE		STATE: UTAH

11.


CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 4/4/2015	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> OTHER
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SPUD REPORT Date of Spud:	
<input type="checkbox"/> DRILLING REPORT Report Date:	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby requests a one year extension for APD

Approved by the
 February 12, 2015
 Oil, Gas and Mining

Date: _____
 By: 

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 2/11/2015	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013513210000

API: 43013513210000

Well Name: LC TRIBAL 13H-30-46

Location: 0654 FSL 0686 FEL QTR SESE SEC 30 TWP 040S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/4/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☒ Yes ☐ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Christina Hirtler

Date: 2/11/2015

Title: Administrative Assistant Representing: BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005500
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: LC TRIBAL 13H-30-46	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013513210000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0654 FSL 0686 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 30 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

11.


CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 4/4/2017	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC is hereby requesting a one year extension for this APD until
 4/4/2017

Approved by the
 February 03, 2016
 Oil, Gas and Mining

Date: _____
 By: 

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 2/1/2016



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013513210000

API: 43013513210000

Well Name: LC TRIBAL 13H-30-46

Location: 0654 FSL 0686 FEL QTR SESE SEC 30 TWP 040S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/4/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

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- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Brady Riley

Date: 2/1/2016

Title: Permit Analyst **Representing:** BILL BARRETT CORP

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
2. Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
3. New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
3. Reports current for Production/Disposition & Sundries: 11/2/2016
4. OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
5. UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000712
2. Indian well(s) covered by Bond Number: LPM 922467
3. State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 11/7/2016
2. Entity Number(s) updated in **OGIS** on: 11/7/2016
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
6. Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666	Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668	Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696	Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697	Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700	Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803	Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804	Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805	Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806	Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807	Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808	Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809	Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812	Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847	Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848	Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850	Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862	Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871	Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872	Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897	Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905	Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907	Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974	Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975	Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001	Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002	Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007	Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008	Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009	Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010	Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016	Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030	Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031	Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055	Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057	Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059	Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060	Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092	Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096	Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115	Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116	Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD form changing the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone: (801) 683-4245
Fax: (801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

Brady Riley
Permit Analyst

RECEIVED
OCT 21 2016
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER:
(see attached well list)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
N/A

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:
(see attached well list)

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

1. TYPE OF WELL
OIL WELL ☒ GAS WELL ☐ OTHER _____

2. NAME OF OPERATOR:
RIG II, LLC N4055

3. ADDRESS OF OPERATOR:
1582 West 2600 South CITY Wood Cross STATE UT ZIP 84087 PHONE NUMBER: (801) 683-4245

4. LOCATION OF WELL
FOOTAGES AT SURFACE: (see attached well list)

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: 11/1/2016	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO RIG II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
801-683-4245
(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N4165
Duane Zavala NAME (PLEASE PRINT)
Duane Zavala SIGNATURE
Senior Vice President -
EH&S, Government and Regulatory Affairs

RIG II, LLC
Jesse McSwain NAME (PLEASE PRINT)
Jesse McSwain SIGNATURE
Manager

NAME (PLEASE PRINT) Jesse McSwain
SIGNATURE Jesse McSwain
TITLE Manager
DATE 10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

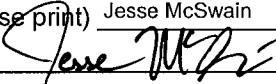
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> If so, has the surface agreement been updated?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-LUDGM / UTB000712-BLM / LPM9224670-BIA</small>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain Title Manager
Signature  Date 10/20/16
Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

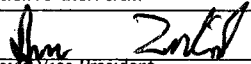
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

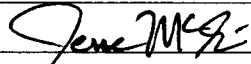
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

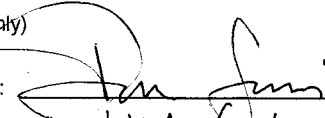
CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadii</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Title: <u>EH&S, Government and Regulatory Affairs</u>
Comments:	Date: <u>10/20/16</u>

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

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Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

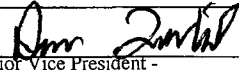
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

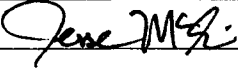
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016


CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadi</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Title: <u>EH&S, Government and Regulatory Affairs</u>
Comments:	Date: <u>10/20/16</u>

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

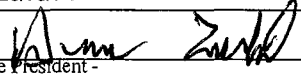
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

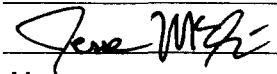
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadi</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President - EH&S, Government and Regulatory Affairs</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

*This well was approved by USEPA.
EPA approval will be required.*